



HEALTH QUARTERLY STATEMENT  
AS OF JUNE 30, 2012  
OF THE CONDITION AND AFFAIRS OF THE  
Unison Health Plan of the Capital Area, Inc.

NAIC Group Code 0707 0707 NAIC Company Code 13032 Employer's ID Number 26-0651931  
(Current) (Prior)

Organized under the Laws of District of Columbia, State of Domicile or Port of Entry District of Columbia

Country of Domicile United States of America

Licensed as business type: Health Maintenance Organization

Is HMO Federally Qualified? Yes [ ] No [ X ]

Incorporated/Organized 05/03/2007 Commenced Business 03/01/2008

Statutory Home Office 1225 I Street NW, Suite 510, Washington , DC 20005  
(Street and Number) (City or Town, State and Zip Code)

Main Administrative Office 1225 I Street NW, Suite 510  
(Street and Number)  
Washington , DC 20005, 412-858-4000  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Mail Address 9900 Bren Road East, MN008-W345, Minnetonka , MN 55343  
(Street and Number or P.O. Box) (City or Town, State and Zip Code)

Primary Location of Books and Records 9900 Bren Road East, MN008-W345  
(Street and Number)  
Minnetonka , MN 55343, 952-936-1300  
(City or Town, State and Zip Code) (Area Code) (Telephone Number)

Internet Web Site Address www.unisonhealthplan.com

Statutory Statement Contact Mollie Beth Viola, 952-936-1390  
(Name) (Area Code) (Telephone Number)  
mollie\_viola@uhc.com, 952-936-1370  
(E-mail Address) (FAX Number)

OFFICERS

Secretary	<u>Christina Regina Palme-Krizak</u>	Chief Financial Officer	<u>John Ray Campbell Jr.</u>
Treasurer	<u>Robert Worth Oberrender</u>	President and Chief Executive Officer	<u>Karen Marie Johnson #</u>

OTHER

Michelle Marie Huntley Dill Assistant Secretary

DIRECTORS OR TRUSTEES

<u>Karen Marie Johnson #</u>	<u>Steven Eugene Meeker</u>	<u>Robert Jacob David Menkes</u>
------------------------------	-----------------------------	----------------------------------

State of _____	State of _____
County of _____	County of _____

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

<u>Karen Marie Johnson</u> President and Chief Executive Officer	<u>Christina Regina Palme-Krizak</u> Secretary
Subscribed and sworn to before me this _____ day of _____	Subscribed and sworn to before me this _____ day of _____

a. Is this an original filing?..... Yes [ X ] No [ ]

b. If no,

1. State the amendment number.....

2. Date filed.....

3. Number of pages attached.....

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
1. Bonds .....	7,213,760		7,213,760	312,321
2. Stocks:				
2.1 Preferred stocks .....			0	0
2.2 Common stocks .....			0	0
3. Mortgage loans on real estate:				
3.1 First liens .....			0	0
3.2 Other than first liens.....			0	0
4. Real estate:				
4.1 Properties occupied by the company (less \$ ..... encumbrances) .....			0	0
4.2 Properties held for the production of income (less \$ ..... encumbrances) .....			0	0
4.3 Properties held for sale (less \$ ..... encumbrances) .....			0	0
5. Cash (\$ .....19,731,945 ), cash equivalents (\$ ..... ) and short-term investments (\$ .....32,495,452 ) .....	52,227,397		52,227,397	65,409,385
6. Contract loans (including \$ ..... premium notes) .....			0	0
7. Derivatives .....			0	0
8. Other invested assets .....			0	0
9. Receivables for securities .....	0		0	0
10. Securities lending reinvested collateral assets .....			0	0
11. Aggregate write-ins for invested assets .....	0	0	0	0
12. Subtotals, cash and invested assets (Lines 1 to 11) .....	59,441,157	0	59,441,157	65,721,706
13. Title plants less \$ ..... charged off (for Title insurers only) .....			0	0
14. Investment income due and accrued .....	37,426		37,426	3,801
15. Premiums and considerations:				
15.1 Uncollected premiums and agents' balances in the course of collection .....	4,144,789		4,144,789	2,482,308
15.2 Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$ ..... earned but unbilled premiums) .....			0	0
15.3 Accrued retrospective premiums .....			0	0
16. Reinsurance:				
16.1 Amounts recoverable from reinsurers .....			0	0
16.2 Funds held by or deposited with reinsured companies .....			0	0
16.3 Other amounts receivable under reinsurance contracts .....			0	0
17. Amounts receivable relating to uninsured plans .....	0		0	13,307
18.1 Current federal and foreign income tax recoverable and interest thereon .....	0		0	0
18.2 Net deferred tax asset .....	0	0	0	0
19. Guaranty funds receivable or on deposit .....			0	0
20. Electronic data processing equipment and software .....			0	0
21. Furniture and equipment, including health care delivery assets (\$ ..... ) .....			0	0
22. Net adjustment in assets and liabilities due to foreign exchange rates .....			0	0
23. Receivables from parent, subsidiaries and affiliates .....	272,300	0	272,300	464,664
24. Health care (\$ .....179,169 ) and other amounts receivable .....	2,446,569	2,267,400	179,169	210,736
25. Aggregate write-ins for other than invested assets .....	0	0	0	0
26. Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25) .....	66,342,241	2,267,400	64,074,841	68,896,523
27. From Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			0	0
28. Total (Lines 26 and 27)	66,342,241	2,267,400	64,074,841	68,896,523
DETAILS OF WRITE-INS				
1101. ....				
1102. ....				
1103. ....				
1198. Summary of remaining write-ins for Line 11 from overflow page .....	0	0	0	0
1199. Totals (Lines 1101 through 1103 plus 1198)(Line 11 above)	0	0	0	0
2501. ....				
2502. ....				
2503. ....				
2598. Summary of remaining write-ins for Line 25 from overflow page .....	0	0	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	0	0	0	0

LIABILITIES, CAPITAL AND SURPLUS

	Current Period			Prior Year
	1 Covered	2 Uncovered	3 Total	4 Total
1. Claims unpaid (less \$ ..... reinsurance ceded) .....	29,955,971		29,955,971	31,449,771
2. Accrued medical incentive pool and bonus amounts .....	132,484		132,484	89,373
3. Unpaid claims adjustment expenses .....	689,336		689,336	586,877
4. Aggregate health policy reserves, including the liability of \$ ..... for medical loss ratio rebate per the Public Health Service Act .....	1,030,425		1,030,425	5,446,000
5. Aggregate life policy reserves .....			0	0
6. Property/casualty unearned premium reserve .....			0	0
7. Aggregate health claim reserves .....	907,076		907,076	900,187
8. Premiums received in advance .....	0		0	0
9. General expenses due or accrued .....	274,683		274,683	2,881,321
10.1 Current federal and foreign income tax payable and interest thereon (including \$ ..... on realized gains (losses)) .....	3,733,074		3,733,074	2,944,764
10.2 Net deferred tax liability .....	0		0	0
11. Ceded reinsurance premiums payable .....			0	0
12. Amounts withheld or retained for the account of others .....			0	0
13. Remittances and items not allocated .....	0		0	50,661
14. Borrowed money (including \$ ..... current) and interest thereon \$ ..... (including \$ ..... current) .....			0	0
15. Amounts due to parent, subsidiaries and affiliates .....	0		0	0
16. Derivatives .....			0	0
17. Payable for securities .....	1,453,599		1,453,599	0
18. Payable for securities lending .....			0	0
19. Funds held under reinsurance treaties (with \$ ..... authorized reinsurers and \$ ..... unauthorized reinsurers) .....			0	0
20. Reinsurance in unauthorized companies .....			0	0
21. Net adjustments in assets and liabilities due to foreign exchange rates .....			0	0
22. Liability for amounts held under uninsured plans .....			0	0
23. Aggregate write-ins for other liabilities (including \$ ..... current) .....	3,912	0	3,912	2,157
24. Total liabilities (Lines 1 to 23) .....	38,180,560	0	38,180,560	44,351,111
25. Aggregate write-ins for special surplus funds .....	XXX	XXX	0	0
26. Common capital stock .....	XXX	XXX	1,000	1,000
27. Preferred capital stock .....	XXX	XXX		
28. Gross paid in and contributed surplus .....	XXX	XXX	59,499,000	59,499,000
29. Surplus notes .....	XXX	XXX		
30. Aggregate write-ins for other than special surplus funds .....	XXX	XXX	0	0
31. Unassigned funds (surplus) .....	XXX	XXX	(33,605,719)	(34,954,588)
32. Less treasury stock, at cost:				
32.1 ..... shares common (value included in Line 26 \$ ..... ) .....	XXX	XXX		
32.2 ..... shares preferred (value included in Line 27 \$ ..... ) .....	XXX	XXX		
33. Total capital and surplus (Lines 25 to 31 minus Line 32) .....	XXX	XXX	25,894,281	24,545,412
34. Total liabilities, capital and surplus (Lines 24 and 33)	XXX	XXX	64,074,841	68,896,523
DETAILS OF WRITE-INS				
2301. Unclaimed Property .....	3,912		3,912	2,157
2302. ....				
2303. ....				
2398. Summary of remaining write-ins for Line 23 from overflow page .....	0	0	0	0
2399. Totals (Lines 2301 through 2303 plus 2398)(Line 23 above)	3,912	0	3,912	2,157
2501. ....	XXX	XXX		
2502. ....	XXX	XXX		
2503. ....	XXX	XXX		
2598. Summary of remaining write-ins for Line 25 from overflow page .....	XXX	XXX	0	0
2599. Totals (Lines 2501 through 2503 plus 2598)(Line 25 above)	XXX	XXX	0	0
3001. ....	XXX	XXX		
3002. ....	XXX	XXX		
3003. ....	XXX	XXX		
3098. Summary of remaining write-ins for Line 30 from overflow page .....	XXX	XXX	0	0
3099. Totals (Lines 3001 through 3003 plus 3098)(Line 30 above)	XXX	XXX	0	0

STATEMENT OF REVENUE AND EXPENSES

	Current Year To Date		Prior Year To Date	Prior Year Ended December 31
	1 Uncovered	2 Total	3 Total	4 Total
1. Member Months .....	XXX	330,857	318,719	646,926
2. Net premium income ( including \$ ..... non-health premium income).....	XXX	96,023,970	87,050,888	180,128,556
3. Change in unearned premium reserves and reserve for rate credits.....	XXX			0
4. Fee-for-service (net of \$ ..... medical expenses) .....	XXX			0
5. Risk revenue .....	XXX			0
6. Aggregate write-ins for other health care related revenues .....	XXX	0	3,419	3,419
7. Aggregate write-ins for other non-health revenues .....	XXX	0	0	0
8. Total revenues (Lines 2 to 7) .....	XXX	96,023,970	87,054,307	180,131,975
<b>Hospital and Medical:</b>				
9. Hospital/medical benefits .....		40,521,773	50,036,957	106,231,430
10. Other professional services .....		22,305,547	15,895,691	31,012,801
11. Outside referrals .....				0
12. Emergency room and out-of-area .....		8,549,087	9,481,374	17,372,938
13. Prescription drugs .....		14,307,392	11,601,125	23,754,995
14. Aggregate write-ins for other hospital and medical .....	0	0	0	0
15. Incentive pool, withhold adjustments and bonus amounts .....		44,686	0	104,077
16. Subtotal (Lines 9 to 15) .....	0	85,728,485	87,015,147	178,476,241
<b>Less:</b>				
17. Net reinsurance recoveries .....				0
18. Total hospital and medical (Lines 16 minus 17) .....	0	85,728,485	87,015,147	178,476,241
19. Non-health claims (net) .....				
20. Claims adjustment expenses, including \$ .....2,337,617 cost containment expenses .....		3,262,736	3,696,647	6,274,038
21. General administrative expenses .....		8,854,189	7,338,152	17,026,051
22. Increase in reserves for life and accident and health contracts (including \$ ..... increase in reserves for life only) .....		(4,415,575)	177,321	930,321
23. Total underwriting deductions (Lines 18 through 22).....	0	93,429,835	98,227,267	202,706,651
24. Net underwriting gain or (loss) (Lines 8 minus 23) .....	XXX	2,594,135	(11,172,960)	(22,574,676)
25. Net investment income earned .....		5,184	4,139	7,575
26. Net realized capital gains (losses) less capital gains tax of \$ .....				
27. Net investment gains (losses) (Lines 25 plus 26) .....	0	5,184	4,139	7,575
28. Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$ ..... ) (amount charged off \$ ..... )]. .....				
29. Aggregate write-ins for other income or expenses .....	0	0	0	0
30. Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29) .....	XXX	2,599,319	(11,168,821)	(22,567,101)
31. Federal and foreign income taxes incurred .....	XXX	(635,690)	(3,847,025)	(7,503,905)
32. Net income (loss) (Lines 30 minus 31) .....	XXX	3,235,009	(7,321,796)	(15,063,196)
<b>DETAILS OF WRITE-INS</b>				
0601. Other Health Care Related Revenue .....	XXX		3,419	3,419
0602. ....	XXX			
0603. ....	XXX			
0698. Summary of remaining write-ins for Line 6 from overflow page .....	XXX	0	0	0
0699. Totals (Lines 0601 through 0603 plus 0698)(Line 6 above) .....	XXX	0	3,419	3,419
0701. ....	XXX			
0702. ....	XXX			
0703. ....	XXX			
0798. Summary of remaining write-ins for Line 7 from overflow page .....	XXX	0	0	0
0799. Totals (Lines 0701 through 0703 plus 0798)(Line 7 above) .....	XXX	0	0	0
1401. ....				
1402. ....				
1403. ....				
1498. Summary of remaining write-ins for Line 14 from overflow page .....	0	0	0	0
1499. Totals (Lines 1401 through 1403 plus 1498)(Line 14 above) .....	0	0	0	0
2901. ....				
2902. ....				
2903. ....				
2998. Summary of remaining write-ins for Line 29 from overflow page .....	0	0	0	0
2999. Totals (Lines 2901 through 2903 plus 2998)(Line 29 above) .....	0	0	0	0

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year to Date	2 Prior Year to Date	3 Prior Year Ended December 31
<b>CAPITAL AND SURPLUS ACCOUNT</b>			
33. Capital and surplus prior reporting year.....	24,545,412	18,276,796	18,276,796
34. Net income or (loss) from Line 32 .....	3,235,009	(7,321,796)	(15,063,196)
35. Change in valuation basis of aggregate policy and claim reserves .....			
36. Change in net unrealized capital gains (losses) less capital gains tax of \$ .....			
37. Change in net unrealized foreign exchange capital gain or (loss) .....			
38. Change in net deferred income tax .....			
39. Change in nonadmitted assets .....	(1,886,140)	(101,260)	(331,431)
40. Change in unauthorized reinsurance .....	0	0	0
41. Change in treasury stock .....	0	0	0
42. Change in surplus notes .....	0	0	0
43. Cumulative effect of changes in accounting principles.....			
44. Capital Changes:			
44.1 Paid in .....	0	0	0
44.2 Transferred from surplus (Stock Dividend).....	0	0	0
44.3 Transferred to surplus.....			
45. Surplus adjustments:			
45.1 Paid in .....	0	0	22,000,000
45.2 Transferred to capital (Stock Dividend) .....			
45.3 Transferred from capital .....			
46. Dividends to stockholders .....			
47. Aggregate write-ins for gains or (losses) in surplus .....	0	0	(336,756)
48. Net change in capital & surplus (Lines 34 to 47) .....	1,348,869	(7,423,056)	6,268,616
49. Capital and surplus end of reporting period (Line 33 plus 48)	25,894,281	10,853,740	24,545,412
<b>DETAILS OF WRITE-INS</b>			
4701. Correction of Errors .....			(336,756)
4702. ....			
4703. ....			
4798. Summary of remaining write-ins for Line 47 from overflow page .....	0	0	0
4799. Totals (Lines 4701 through 4703 plus 4798)(Line 47 above)	0	0	(336,756)

CASH FLOW

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
<b>Cash from Operations</b>			
1. Premiums collected net of reinsurance .....	94,361,488	88,315,770	180,593,619
2. Net investment income .....	(23,455)	8,963	17,051
3. Miscellaneous income .....	0	3,419	3,419
4. Total (Lines 1 to 3) .....	94,338,033	88,328,152	180,614,089
5. Benefit and loss related payments .....	89,026,857	92,031,507	174,508,837
6. Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts .....			
7. Commissions, expenses paid and aggregate write-ins for deductions .....	14,607,797	12,175,932	22,582,037
8. Dividends paid to policyholders .....			
9. Federal and foreign income taxes paid (recovered) net of \$ ..... tax on capital gains (losses) .....	(1,424,000)	(4,045,000)	(12,117,780)
10. Total (Lines 5 through 9) .....	102,210,654	100,162,439	184,973,094
11. Net cash from operations (Line 4 minus Line 10) .....	(7,872,621)	(11,834,287)	(4,359,005)
<b>Cash from Investments</b>			
12. Proceeds from investments sold, matured or repaid:			
12.1 Bonds .....	310,000	0	0
12.2 Stocks .....	0	0	0
12.3 Mortgage loans .....	0	0	0
12.4 Real estate .....	0	0	0
12.5 Other invested assets .....	0	0	0
12.6 Net gains or (losses) on cash, cash equivalents and short-term investments .....	0	0	0
12.7 Miscellaneous proceeds .....	1,453,599	0	0
12.8 Total investment proceeds (Lines 12.1 to 12.7) .....	1,763,599	0	0
13. Cost of investments acquired (long-term only):			
13.1 Bonds .....	7,216,425	0	0
13.2 Stocks .....	0	0	0
13.3 Mortgage loans .....	0	0	0
13.4 Real estate .....	0	0	0
13.5 Other invested assets .....	0	0	0
13.6 Miscellaneous applications .....	0	0	0
13.7 Total investments acquired (Lines 13.1 to 13.6) .....	7,216,425	0	0
14. Net increase (or decrease) in contract loans and premium notes .....	0	0	0
15. Net cash from investments (Line 12.8 minus Line 13.7 and Line 14) .....	(5,452,826)	0	0
<b>Cash from Financing and Miscellaneous Sources</b>			
16. Cash provided (applied):			
16.1 Surplus notes, capital notes .....	0	0	0
16.2 Capital and paid in surplus, less treasury stock .....	0	0	22,000,000
16.3 Borrowed funds .....	0	0	0
16.4 Net deposits on deposit-type contracts and other insurance liabilities .....	0	0	0
16.5 Dividends to stockholders .....	0	0	0
16.6 Other cash provided (applied) .....	143,458	(95,518)	(986,557)
17. Net cash from financing and miscellaneous sources (Line 16.1 through Line 16.4 minus Line 16.5 plus Line 16.6) .....	143,458	(95,518)	21,013,443
<b>RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS</b>			
18. Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17) ..	(13,181,989)	(11,929,804)	16,654,438
19. Cash, cash equivalents and short-term investments:			
19.1 Beginning of year .....	65,409,386	48,754,948	48,754,948
19.2 End of period (Line 18 plus Line 19.1) .....	52,227,397	36,825,143	65,409,386

Note: Supplemental disclosures of cash flow information for non-cash transactions:

--	--	--	--

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1  Total	Comprehensive (Hospital & Medical)		4  Medicare Supplement	5  Vision Only	6  Dental Only	7  Federal Employees Health Benefit Plan	8  Title XVIII Medicare	9  Title XIX Medicaid	10  Other
		2  Individual	3  Group							
Total Members at end of:										
1. Prior Year .....	55,098	0	9,437	0	0	0	0	0	45,661	0
2. First Quarter .....	55,004		8,801						46,203	
3. Second Quarter .....	54,789		7,162						47,627	
4. Third Quarter .....	0								0	
5. Current Year	0									
6. Current Year Member Months	330,857		49,925						280,932	
Total Member Ambulatory Encounters for Period:										
7. Physician .....	198,899		38,073						160,826	
8. Non-Physician .....	64,102		14,057						50,045	
9. Total	263,001	0	52,130	0	0	0	0	0	210,871	0
10. Hospital Patient Days Incurred	13,934		1,274						12,660	
11. Number of Inpatient Admissions	2,548		178						2,370	
12. Health Premiums Written (a) .....	96,023,970		9,382,577						86,641,393	
13. Life Premiums Direct .....	0									
14. Property/Casualty Premiums Written .....	0									
15. Health Premiums Earned .....	96,023,970		9,382,577						86,641,393	
16. Property/Casualty Premiums Earned .....	0		0						0	
17. Amount Paid for Provision of Health Care Services.....	89,026,857		10,391,149						78,635,708	
18. Amount Incurred for Provision of Health Care Services	85,728,485		9,156,040						76,572,445	

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$ .....

## CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

[illegible]

∞



UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID - PRIOR YEAR - NET OF REINSURANCE

Line of Business	Claims Paid Year to Date		Liability End of Current Quarter		5  Claims Incurred in Prior Years (Columns 1 + 3)	6  Estimated Claim Reserve and Claim Liability December 31 of Prior Year
	1  On Claims Incurred Prior to January 1 of Current Year	2  On Claims Incurred During the Year	3  On Claims Unpaid Dec. 31 of Prior Year	4  On Claims Incurred During the Year		
1. Comprehensive (hospital and medical) .....	2,605,271	7,776,316	69,102	2,075,748	2,674,373	3,158,112
2. Medicare Supplement .....					0	0
3. Dental Only .....					0	0
4. Vision Only .....					0	0
5. Federal Employees Health Benefits Plan .....					0	0
6. Title XVIII - Medicare .....					0	0
7. Title XIX - Medicaid .....	15,161,720	63,481,975	7,820,030	20,898,167	22,981,750	29,191,846
8. Other health .....					0	0
9. Health subtotal (Lines 1 to 8) .....	17,766,991	71,258,291	7,889,132	22,973,915	25,656,123	32,349,958
10. Healthcare receivables (a) .....	4,915	2,387,385		54,269	4,915	591,997
11. Other non-health .....					0	0
12. Medical incentive pools and bonus amounts .....	1,575		87,798	44,686	89,373	89,373
13. Totals (Lines 9-10+11+12)	17,763,651	68,870,906	7,976,930	22,964,332	25,740,581	31,847,334

(a) Excludes \$ loans or advances to providers not yet expensed.

NOTES TO FINANCIAL STATEMENTS

Note 1 - Summary of Significant Accounting Policies

A. Accounting Practices

The financial statements of Unison Health Plan of the Capital Area, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the District of Columbia, Department of Insurance, Securities, and Banking (the Department).

The Department recognizes only statutory accounting practices, prescribed or permitted by the District of Columbia, for determining and reporting the financial condition and results of operations of a health maintenance organization, for determining its solvency under District of Columbia Insurance Law. The state prescribes the use of the National Association of Insurance Commissioners' (NAIC) Accounting Practices and Procedures manual (NAIC SAP) in effect for the accounting periods covered in the financial statement.

1-8. No significant differences exist between the statutory practices prescribed or permitted by the District of Columbia and those prescribed or permitted by the NAIC SAP which materially affect the statutory basis net income (loss), capital and surplus, and total admitted assets, as illustrated in the table below (in thousands):

	June 30, 2012	December 31, 2011
Net income (loss) — District of Columbia	\$ 3,235	\$ (15,063)
Net income (loss) — NAIC SAP	\$ 3,235	\$ (15,063)
Capital and surplus — District of Columbia	\$ 25,894	\$ 24,545
Capital and surplus — NAIC SAP	\$ 25,894	\$ 24,545
Total admitted assets — District of Columbia	\$ 64,075	\$ 68,897
Total admitted assets — NAIC SAP	\$ 64,075	\$ 68,897

Note 2 - Accounting Changes and Corrections of Errors

No significant change.

Note 3 - Business Combinations and Goodwill

No significant change.

Note 4 - Discontinued Operations

No significant change.

Note 5 – Investments

A. Mortgage Loans, including Mezzanine Real Estate Loans

No significant change.

B. Debt restructuring.

No significant change.

C. Reverse Mortgages.

No significant change.

D. Loan-Backed Securities

- 1) Prepayment assumptions for single class and multi-class mortgage-backed/asset-backed securities were obtained from an external data source vendor.
- 2) The Company did not recognize other-than-temporary impairments on mortgage-type investments as of June 30, 2012.
- 3) The Company did not have mortgage-type investments with an other-than-temporary impairment to report by CUSIP as of June 30, 2012.

---

## NOTES TO FINANCIAL STATEMENTS

---

- 4) The Company did not have any impaired securities for which an other-than-temporary impairment has not been recognized in earnings as a realized loss as of June 30, 2012.
- 5) The Company believes that it will collect all principal and interest due on all investments that have an amortized cost in excess of fair value.

E. Repurchase Agreements and/or Securities Lending Transactions

No significant change.

F. Real Estate

No significant change.

G. Investments in Low-Income Housing Tax Credits (LIHTC)

No significant change.

**Note 6 - Joint Ventures, Partnerships and Limited Liability Companies**

No significant change.

**Note 7 - Investment Income**

No significant change.

**Note 8 - Derivative Instruments**

No significant change

**Note 9 - Income Taxes**

Statement of Statutory Accounting Principles (SSAP) No. 101, *Income Taxes – A Replacement of SSAP No. 10R and SSAP No. 10*, is effective for 2012 interim and annual financial statements and beyond. The new standard includes revised guidance for tax contingencies, non-elective deferred tax asset admissibility test along with significant modifications to the deferred tax assets admissibility test, and disclosure modifications. A change resulting from this adoption should be accounted for prospectively and reflected as a change in accounting principle in accordance with SSAP No. 3—*Accounting Changes and Corrections of Errors*. The adoption of this pronouncement does not have an impact on the financial statements.

The Company's net deferred tax asset prior to the valuation allowance decreased approximately \$3,210,000 from December 31, 2011 to June 30, 2012 as a result of the decrease in the premium deficiency reserve (see Note 30) offset by the increase in nonadmitted assets. This change in net deferred income taxes had a corresponding impact on the current federal income tax provision.

**Note 10 - Information Concerning Parent, Subsidiaries and Affiliates**

No significant change.

**Note 11 - Debt**

No significant change.

**Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences and Other Postretirement Benefit Plans**

No significant change.

**Note 13 - Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations**

No significant change.

**Note 14 - Contingencies**

No significant change.

**Note 15 - Leases**

No significant change.

---

## NOTES TO FINANCIAL STATEMENTS

---

### **Note 16 - Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk**

No significant change.

### **Note 17 - Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities**

- A. The Company did not have any transfers of receivables reported as sales as of June 30, 2012 or December 31, 2011.
- B. The Company did not have any transfer and servicing of financial assets as of June 30, 2012 or December 31, 2011.
- C. No transactions involving wash sales of securities with an NAIC designation of 3 or below or unrated securities occurred as of June 30, 2012 or the year ended December 31, 2011.

### **Note 18 - Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans**

No significant change.

### **Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators**

No significant change.

### **Note 20 – Fair Value Measurement**

The NAIC SAP defines fair value, establishes a framework for measuring fair value, and outlines the disclosure requirements related to fair value measurements. The fair value hierarchy is as follows:

*Level 1* — Quoted (unadjusted) prices for identical assets in active markets.

*Level 2* — Other observable inputs, either directly or indirectly, including:

- Quoted prices for similar assets in active markets
- Quoted prices for identical or similar assets in inactive markets (few transactions, limited information, noncurrent prices, high variability over time, etc.)
- Inputs other than quoted prices that are observable for the asset (interest rates, yield curves, volatilities, default rates, etc.)
- Inputs that are derived principally from or corroborated by other observable market data

*Level 3* — Unobservable inputs that cannot be corroborated by observable market data.

The estimated fair values of bonds and short-term investments (investments) are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service (pricing service), which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, non-binding broker quotes, benchmark yields, credit spreads, default rates and prepayment speeds. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. Based on the Company's internal price verification procedures and review of fair value methodology documentation provided by independent pricing services, the Company has not historically adjusted the prices obtained from the pricing service.

In instances in which the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability.

NOTES TO FINANCIAL STATEMENTS

The company did not have financial assets measured at fair value at December 31, 2011.

The following table presents information about the Company’s financial assets that are measured and reported at fair value June 30, 2012 in the statutory basis statements of admitted assets, liabilities, and capital and surplus according to the valuation techniques the Company used to determine their fair values (in thousands):

	June 30, 2012				
	Total Fair Value	Total Admitted Assets	Quoted Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
U.S. government and agency securities	\$ 5,504	\$ 5,495	\$ 3,451	\$ 2,053	\$ -
State and agency municipalities	-	-	-	-	-
City and county municipalities	-	-	-	-	-
Corporate debt securities	2,064	2,069	-	2,064	-
Commercial paper and money-market funds	32,146	32,146	32,146	-	-
Equity				\$ -	\$ -
Total	\$ 39,714	\$ 39,710	\$ 35,597	\$ 4,117	\$ -

There were no transfers between Levels 1 and 2 as of June 30, 2012 and December 31, 2011.

The Company does not have any financial assets with a fair value hierarchy of level 3.

There were no financial instruments that were not practicable to estimate at fair value.

Fair values of the bonds and short term investments are based on quoted market prices, where available. The Company obtains one price for each security primarily from a third-party pricing service, which generally uses quoted or other observable inputs for the determination of fair value. The pricing service normally derives the security prices through recently reported trades for identical or similar securities, making adjustments through the reporting date based upon available observable market information. For securities not actively traded, the pricing service may use quoted market prices of comparable instruments or discounted cash flow analyses, incorporating inputs that are currently observable in the markets for similar securities. Inputs that are often used in the valuation methodologies include, but are not limited to, benchmark yields, credit spreads, default rates, prepayment speeds and non-binding broker quotes. As the Company is responsible for the determination of fair value, it performs quarterly analyses on the prices received from the pricing service to determine whether the prices are reasonable estimates of fair value. Specifically, the Company compares the prices received from the pricing service to a secondary pricing source, prices reported by its custodian, its investment consultant and third-party investment advisors. Additionally, the Company compares changes in the reported market values and returns to relevant market indices to test the reasonableness of the reported prices. The Company’s internal price verification procedures and review of fair value methodology documentation provided by independent pricing services has not historically resulted in adjustment in the prices obtained from the pricing service.

**Note 21 - Other Items**

The Company elected to use rounding in reporting amounts in the notes to statutory basis statements.

**Note 22 - Events Subsequent**

No significant change.

**Note 23 - Reinsurance**

No significant change.

**Note 24 - Retrospectively Rated Contracts & Contracts Subject to Redetermination**

No significant change.

NOTES TO FINANCIAL STATEMENTS

Note 25 - Change in Incurred Losses and Loss Adjustment Expenses

Changes in estimates related to the prior year incurred claims are included in total hospital and medical expenses in the current year in the accompanying statutory basis statements of operations. The following tables disclose paid claims, incurred claims, and the balance in the claims unpaid, aggregate health claim reserves and health care receivables at June 30, 2012 and December 31, 2011 (in thousands):

	June 30, 2012		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (32,439)	\$ (32,439)
Paid claims, net of health care receivables collected	71,258	17,768	89,026
End of year claim reserve	<u>23,019</u>	<u>7,977</u>	<u>30,996</u>
Incurred claims excluding the change in health care receivables	94,277	(6,694)	87,583
Beginning of year health care receivables	-	592	592
End of year health care receivables	<u>(2,442)</u>	<u>(5)</u>	<u>(2,447)</u>
Total incurred claims	<u>\$ 91,835</u>	<u>\$ (6,107)</u>	<u>\$ 85,728</u>

	2011		
	Current Year Incurred Claims	Prior Years Incurred Claims	Total
Beginning of year claim reserve	\$ -	\$ (28,467)	\$ (28,467)
Paid claims, net of health care receivables collected	154,962	19,547	174,509
End of year claim reserve	<u>30,702</u>	<u>1,737</u>	<u>32,439</u>
Incurred claims excluding the change in health care receivables	185,664	(7,183)	178,481
Beginning of year health care receivables	-	587	587
End of year health care receivables	<u>(592)</u>	<u>-</u>	<u>(592)</u>
Total incurred claims	<u>\$ 185,072</u>	<u>\$ (6,596)</u>	<u>\$ 178,476</u>

The liability for claims unpaid, accrued medical incentive pool and bonus amounts, aggregate health claim reserves and health care receivables as of December 31, 2011 were approximately \$31,847,000. As of June 30, 2012, approximately \$17,768,000 has been paid for incurred claims attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$7,972,000 as a result of re-estimation of unpaid claims. Therefore, there has been approximately \$6,107,000 favorable prior year development since December 31, 2011 to June 30, 2012. The primary drivers of the favorable development is related to the release and reestablishment of approximately \$1,505,000 in known environmental claims, approximately \$4,940,000 in provider settlement reserves and an unfavorable development of approximately \$315,000 in retroactivity for inpatient, outpatient, physician and pharmacy claims as a result of ongoing analysis of loss development trends. At December 31, 2011, the Company recorded approximately \$6,596,000 of favorable development related to insured events of prior years primarily as a result of ongoing analysis of loss development trends.

NOTES TO FINANCIAL STATEMENTS

The Company incurred claims adjustment expenses (CAE) of approximately \$3,263,000 and \$6,274,000 as of June 30, 2012 and December 31, 2011, respectively. These costs are included in the management service fees paid by the Company to UnitedHealthcare Services, Inc. as a part of its management agreement.

The following tables disclose paid CAE, incurred CAE, and the balance in the unpaid claim adjustment expenses reserve as of June 30, 2012 and December 31, 2011 (in thousands):

	2012	2011
Total claims adjustment expenses incurred	\$ 3,263	\$ 6,274
Less current year unpaid claims adjustment expenses	(689)	(587)
Add prior year unpaid claims adjustment expenses	<u>587</u>	<u>525</u>
Total claims adjustment expenses paid	<u>\$ 3,161</u>	<u>\$ 6,212</u>

**Note 26 - Intercompany Pooling Arrangements**

No significant change.

**Note 27 - Structured Settlements**

No significant change.

**Note 28 - Health Care Receivables**

No significant change.

**Note 29 - Participating Policies**

No significant change.

**Note 30 - Premium Deficiency Reserves**

The Company recorded premium deficiency reserves of approximately \$1,030,000 and \$5,446,000 as of June 30, 2012 and December 31, 2011, respectively. Premium deficiency reserves are included in aggregate health policy reserves in the statutory statements of assets, liabilities, and capital and surplus. The Company did consider anticipated investment income when calculating premium deficiency reserves.

**Note 31 – Anticipated Salvage and Subrogation**

No significant change.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1

Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act? .....

Yes [ ☐ ] No [ ☒ ]
- 1.2

If yes, has the report been filed with the domiciliary state? .....

Yes [ ☐ ] No [ ☐ ]
- 2.1

Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? .....

Yes [ ☐ ] No [ ☒ ]
- 2.2

If yes, date of change: .....
3.

Have there been any substantial changes in the organizational chart since the prior quarter end? .....

Yes [ ☒ ] No [ ☐ ]

If yes, complete the Schedule Y - Part 1 - organizational chart.
- 4.1

Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? .....

Yes [ ☐ ] No [ ☒ ]
- 4.2

If yes, provide the name of the entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile

5.

If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved? .....

Yes [ ☐ ] No [ ☒ ] N/A [ ☐ ]

If yes, attach an explanation.
- 6.1

State as of what date the latest financial examination of the reporting entity was made or is being made. ....

12/31/2011
- 6.2

State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. ....

08/31/2007
- 6.3

State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). ....

02/10/2008
- 6.4

By what department or departments?  
District of Columbia Department of Insurance, Securities and Banking
- 6.5

Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments? .....

Yes [ ☐ ] No [ ☐ ] N/A [ ☒ ]
- 6.6

Have all of the recommendations within the latest financial examination report been complied with? .....

Yes [ ☒ ] No [ ☐ ] N/A [ ☐ ]
- 7.1

Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? .....

Yes [ ☐ ] No [ ☒ ]
- 7.2

If yes, give full information:
- 8.1

Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? .....

Yes [ ☐ ] No [ ☒ ]
- 8.2

If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3

Is the company affiliated with one or more banks, thrifts or securities firms? .....

Yes [ ☒ ] No [ ☐ ]
- 8.4

If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 FDIC	6 SEC
OptumHealth Bank, Inc. ....	Salt Lake City, Utah .....	NO	NO	YES	NO



GENERAL INTERROGATORIES

- 9.1

Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? .....  
(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;  
(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;  
(c) Compliance with applicable governmental laws, rules and regulations;  
(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and  
(e) Accountability for adherence to the code.

Yes [ X ] No [ ]
- 9.11

If the response to 9.1 is No, please explain:
- 9.2

Has the code of ethics for senior managers been amended? .....

Yes [ ] No [ X ]
- 9.21

If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3

Have any provisions of the code of ethics been waived for any of the specified officers? .....

Yes [ ] No [ X ]
- 9.31

If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1

Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? .....

Yes [ X ] No [ ]
- 10.2

If yes, indicate any amounts receivable from parent included in the Page 2 amount: .....\$.....

0

INVESTMENT

- 11.1

Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.) .....

Yes [ ] No [ X ]
- 11.2

If yes, give full and complete information relating thereto:
12.

Amount of real estate and mortgages held in other invested assets in Schedule BA: .....

\$.....
13.

Amount of real estate and mortgages held in short-term investments: .....

\$.....
- 14.1

Does the reporting entity have any investments in parent, subsidiaries and affiliates? .....

Yes [ ] No [ X ]
- 14.2

If yes, please complete the following:
- |   | 1   | 2  |
|---|---|--|
|   | Prior Year-End<br>Book/Adjusted<br>Carrying Value | Current Quarter<br>Book/Adjusted<br>Carrying Value |
| 14.21 Bonds .....   | \$.....0  | \$.....  |
| 14.22 Preferred Stock .....   | \$.....0  | \$.....  |
| 14.23 Common Stock .....  | \$.....0  | \$.....  |
| 14.24 Short-Term Investments .....  | \$.....0  | \$.....  |
| 14.25 Mortgage Loans on Real Estate .....   | \$.....0  | \$.....  |
| 14.26 All Other .....   | \$.....0  | \$.....  |
| 14.27 Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26) ..... | \$.....0  | \$.....0   |
| 14.28 Total Investment in Parent included in Lines 14.21 to 14.26 above .....                       | \$.....   | \$.....  |
- 15.1

Has the reporting entity entered into any hedging transactions reported on Schedule DB? .....

Yes [ ] No [ X ]
- 15.2

If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? .....  
If no, attach a description with this statement.

Yes [ ] No [ ]

GENERAL INTERROGATORIES

16. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook? ..... Yes [ X ] No [ ]
- 16.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1 Name of Custodian(s)	2 Custodian Address
Northern Trust .....	50 S. LaSalle, Chicago, IL 60675 .....
Bank of New York Mellon .....	Global Liquidity Services, 1 Wall St, 14th Floor, New York NY 10286 ....

- 16.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)

- 16.3 Have there been any changes, including name changes, in the custodian(s) identified in 16.1 during the current quarter? ..... Yes [ X ] No [ ]
- 16.4 If yes, give full information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
N/A .....	Northern Trust .....	.....06/15/2012 .....	Economics .....

- 16.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository	2 Name(s)	3 Address
N/A .....	Internally Managed .....	N/A .....
107038 .....	JPMorgan Investment Management Inc. ....	245 Park Avenue New York, NY 10167 .....

- 17.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? ..... Yes [ X ] No [ ]
- 17.2 If no, list exceptions:

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:
- 1.1 A&H loss percent

87.1 %
- 1.2 A&H cost containment percent

2.4 %
- 1.3 A&H expense percent excluding cost containment expenses

10.2 %
- 2.1 Do you act as a custodian for health savings accounts?

Yes [ ] No [ X ]
- 2.2 If yes, please provide the amount of custodial funds held as of the reporting date

\$.
- 2.3 Do you act as an administrator for health savings accounts?

Yes [ ] No [ X ]
- 2.4 If yes, please provide the balance of the funds administered as of the reporting date

\$.

SCHEDULE S - CEDED REINSURANCE

Showing All New Reinsurance Treaties - Current Year to Date

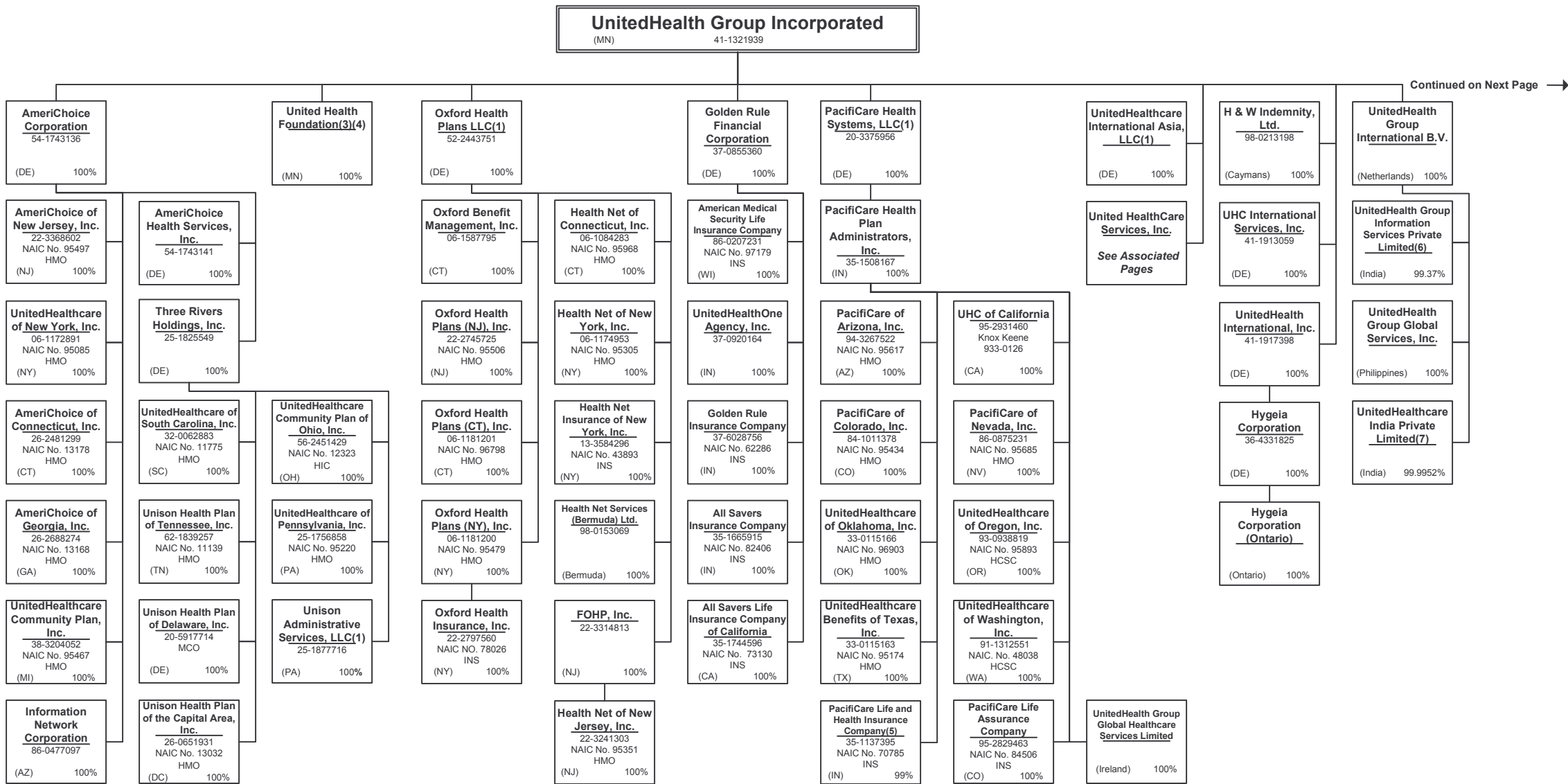
1 NAIC Company Code	2 Federal ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Is Insurer Authorized? (Yes or No)
			NONE			

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS

Current Year to Date - Allocated by States and Territories									
States, etc.	1	Direct Business Only							
		2	3	4	5	6	7	8	9
	Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1. Alabama .....	AL	N						0	
2. Alaska .....	AK	N						0	
3. Arizona .....	AZ	N						0	
4. Arkansas .....	AR	N						0	
5. California .....	CA	N						0	
6. Colorado .....	CO	N						0	
7. Connecticut .....	CT	N						0	
8. Delaware .....	DE	N						0	
9. District of Columbia ..	DC	L	9,382,577	86,641,393				96,023,970	
10. Florida .....	FL	N						0	
11. Georgia .....	GA	N						0	
12. Hawaii .....	HI	N						0	
13. Idaho .....	ID	N						0	
14. Illinois .....	IL	N						0	
15. Indiana .....	IN	N						0	
16. Iowa .....	IA	N						0	
17. Kansas .....	KS	N						0	
18. Kentucky .....	KY	N						0	
19. Louisiana .....	LA	N						0	
20. Maine .....	ME	N						0	
21. Maryland .....	MD	N						0	
22. Massachusetts .....	MA	N						0	
23. Michigan .....	MI	N						0	
24. Minnesota .....	MN	N						0	
25. Mississippi .....	MS	N						0	
26. Missouri .....	MO	N						0	
27. Montana .....	MT	N						0	
28. Nebraska .....	NE	N						0	
29. Nevada .....	NV	N						0	
30. New Hampshire .....	NH	N						0	
31. New Jersey .....	NJ	N						0	
32. New Mexico .....	NM	N						0	
33. New York .....	NY	N						0	
34. North Carolina .....	NC	N						0	
35. North Dakota .....	ND	N						0	
36. Ohio .....	OH	N						0	
37. Oklahoma .....	OK	N						0	
38. Oregon .....	OR	N						0	
39. Pennsylvania .....	PA	N						0	
40. Rhode Island .....	RI	N						0	
41. South Carolina .....	SC	N						0	
42. South Dakota .....	SD	N						0	
43. Tennessee .....	TN	N						0	
44. Texas .....	TX	N						0	
45. Utah .....	UT	N						0	
46. Vermont .....	VT	N						0	
47. Virginia .....	VA	N						0	
48. Washington .....	WA	N						0	
49. West Virginia .....	WV	N						0	
50. Wisconsin .....	WI	N						0	
51. Wyoming .....	WY	N						0	
52. American Samoa .....	AS	N						0	
53. Guam .....	GU	N						0	
54. Puerto Rico .....	PR	N						0	
55. U.S. Virgin Islands .....	VI	N						0	
56. Northern Mariana Islands .....	MP	N						0	
57. Canada .....	CN	N						0	
58. Aggregate Other Aliens .....	OT	XXX0	0	0	0	0	0	0	0
59. Subtotal .....	XXX	9,382,577	0	86,641,393	0	0	0	96,023,970	0
60. Reporting Entity Contributions for Employee Benefit Plans .....	XXX							0	
61. Totals (Direct Business) (a)	1	9,382,577	0	86,641,393	0	0	0	96,023,970	0
DETAILS OF WRITE-INS									
5801. ....	XXX								
5802. ....	XXX								
5803. ....	XXX								
5898. Summary of remaining write-ins for Line 58 from overflow page	XXX	0	0	0	0	0	0	0	0
5899. Totals (Lines 5801 through 5803 plus 5898)(Line 58 above)	XXX	0	0	0	0	0	0	0	0

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.  
(a) Insert the number of L responses except for Canada and Other Alien.  
Premiums allocated by state based upon Geographic Market.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

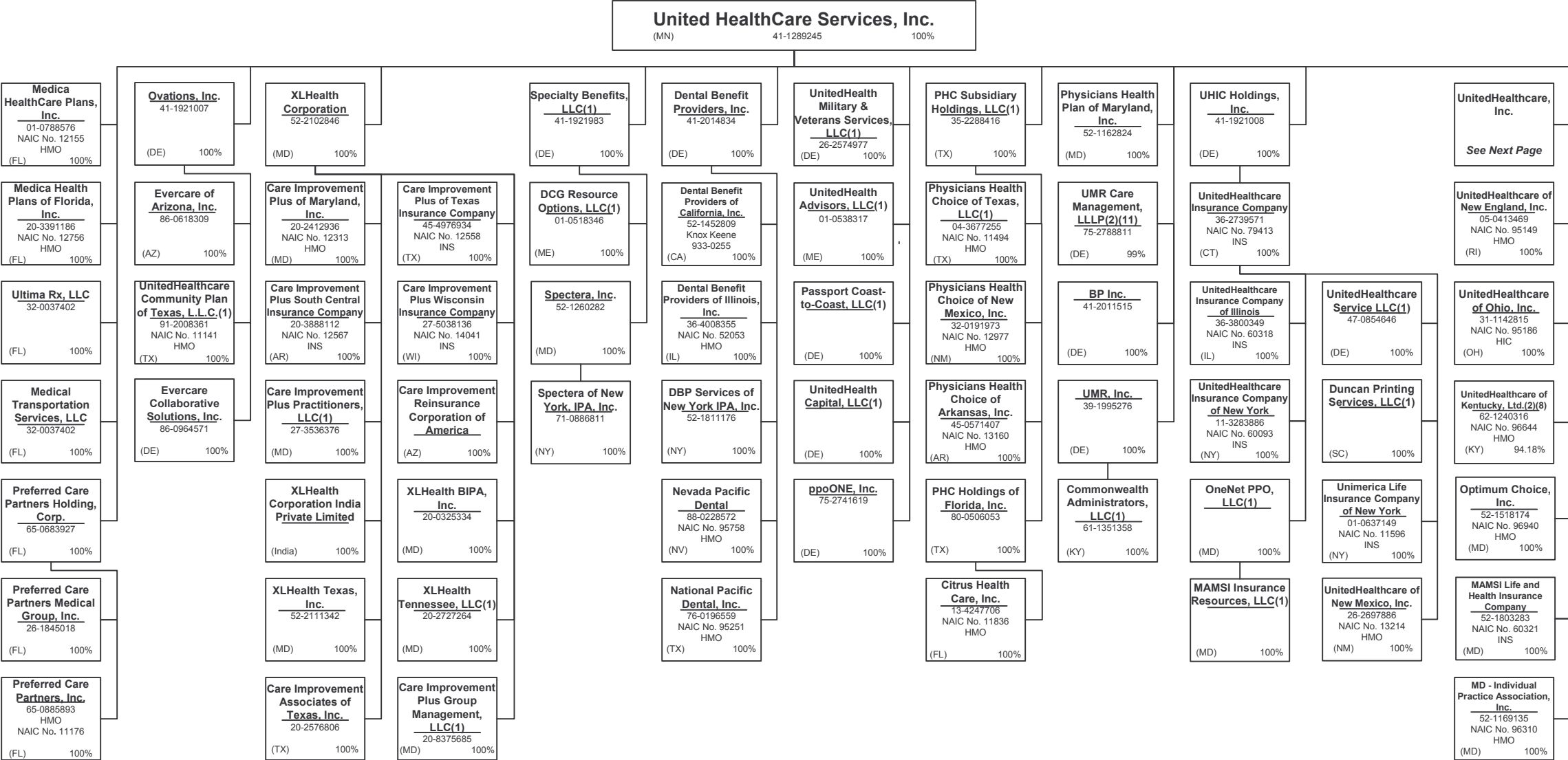


PART 1 - ORGANIZATIONAL CHART

## Continued From Previous Page



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



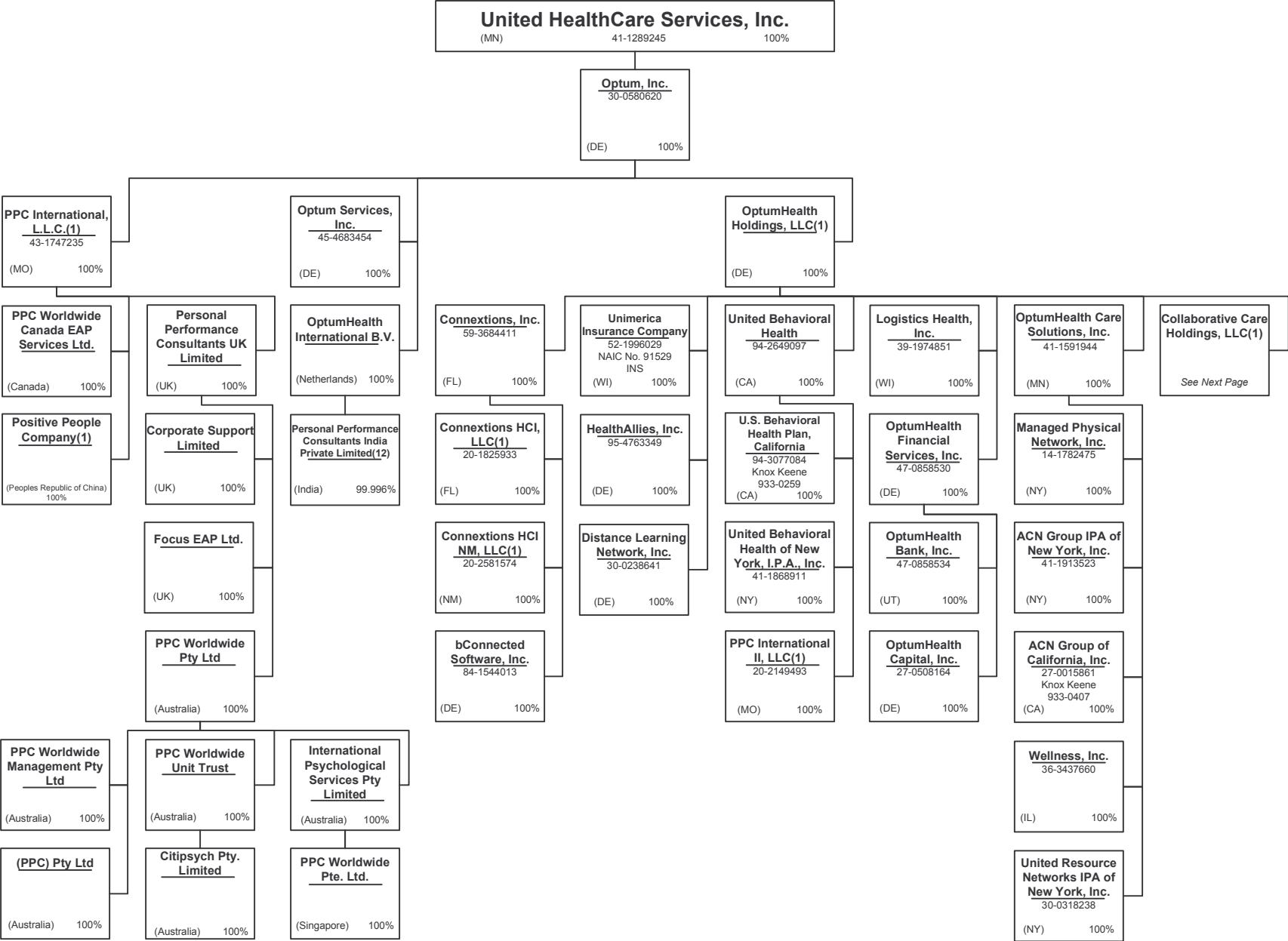


```

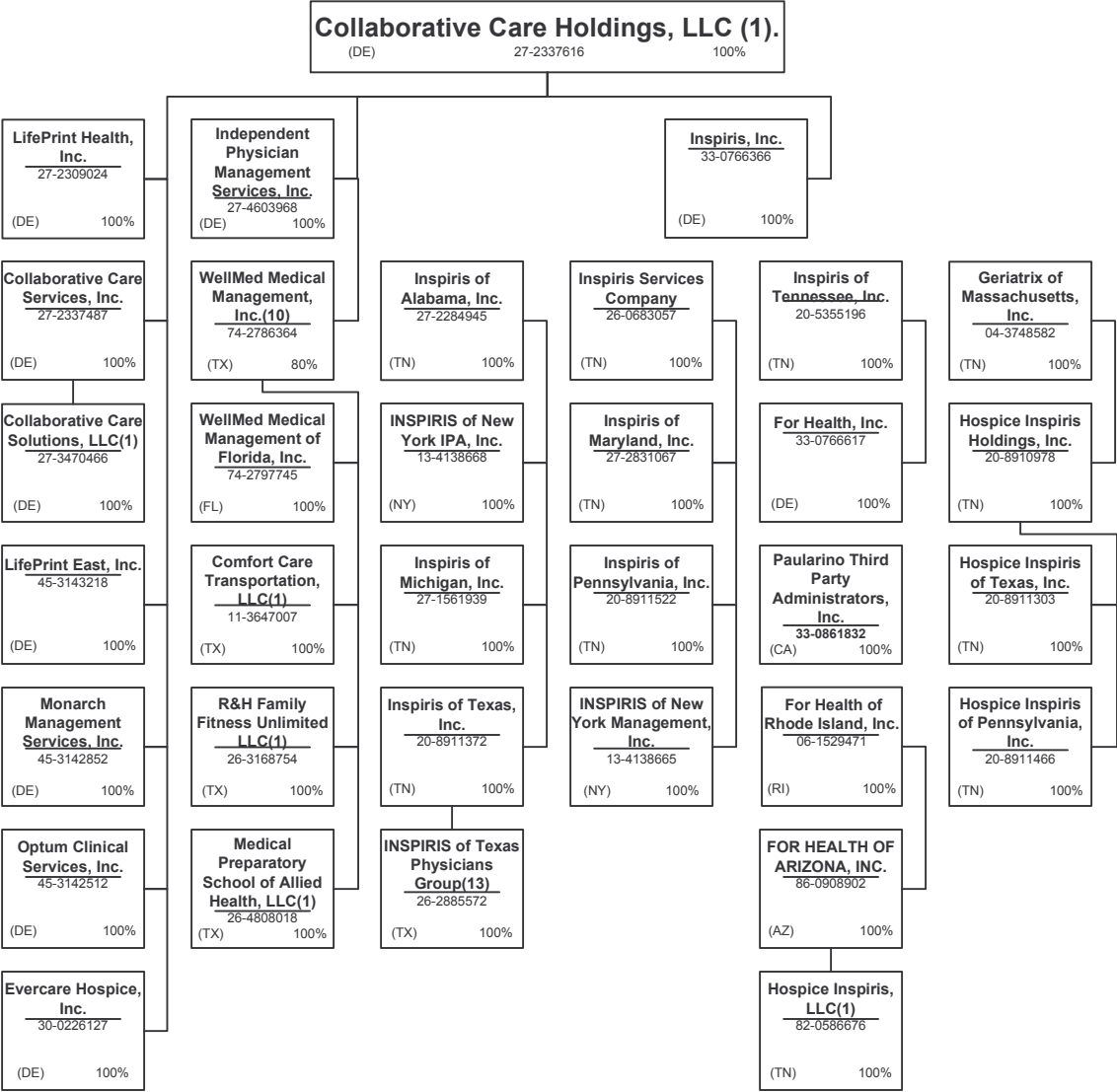
graph TD
    UHC[UnitedHealthcare, Inc.  
41-1922511  
(DE) 100%]
    UHC --> UHC_AL[UnitedHealthcare of Alabama, Inc.  
63-0899562  
NAIC No. 95784  
HMO  
(AL) 100%]
    UHC --> UHC_IL[UnitedHealthcare of Illinois, Inc.  
36-3280214  
NAIC No. 95776  
HMO  
(IL) 100%]
    UHC --> UHC_GA[UnitedHealthcare of Georgia, Inc.  
58-1653544  
NAIC No. 95850  
HMO  
(GA) 100%]
    UHC --> UHC_RV[UnitedHealthcare Services Company of the River Valley, Inc.  
36-3355110  
(DE) 100%]
    UHC --> UHC_WI[Midwest Security Life Insurance Company  
35-1279304  
NAIC No. 79480  
INS  
(WI) 100%]
    UHC --> UHC_NV[Sierra Health Services, Inc.  
88-0200415  
(NV) 100%]
    UHC --> UHC_AZ[UnitedHealthcare of Arizona, Inc.  
86-0507074  
NAIC No. 96016  
HMO  
(AZ) 100%]
    UHC --> UHC_LA[UnitedHealthcare of Louisiana, Inc.  
72-1074008  
NAIC No. 95833  
HMO  
(LA) 100%]
    UHC --> UHC_NC[UnitedHealthcare of North Carolina, Inc.  
56-1461010  
NAIC No. 95103  
HMO  
(NC) 100%]
    UHC --> UHC_IL2[UnitedHealthcare Plan of the River Valley, Inc.  
36-3379945  
NAIC No. 95378  
HMO  
(IL) 100%]
    UHC --> UHC_FL[Neighborhood Health Partnership, Inc.  
65-0996107  
NAIC No. 95123  
HMO  
(FL) 100%]
    UHC --> UHC_CA[Sierra Health and Life Insurance Company, Inc.  
94-0734860  
NAIC No. 71420  
INS  
(CA) 100%]
    UHC --> UHC_NV2[Family Home Hospice, Inc.  
88-0257036  
(NV) 100%]
    UHC --> UHC_NV3[Northern Nevada Health Network, Inc.  
88-0245121  
(NV) 100%]
    UHC --> UHC_AZ2[Arizona Physicians IPA, Inc.  
86-0813232  
(AZ) 100%]
    UHC --> UHC_NE[UnitedHealthcare of the Midlands, Inc.  
47-0676824  
NAIC No. 95591  
HMO  
(NE) 100%]
    UHC --> UHC_TX[UnitedHealthcare of Texas, Inc.  
95-3939697  
NAIC No. 95765  
HMO  
(TX) 100%]
    UHC --> UHC_IL3[UnitedHealthcare Insurance Company of the River Valley  
20-1902768  
NAIC No. 12231  
INS  
(IL) 100%]
    UHC --> UHC_WI2[ProcessWorks, Inc.  
39-1579905  
(WI) 100%]
    UHC --> UHC_NV4[Health Plan of Nevada, Inc.  
88-0201035  
NAIC No. 96342  
HMO  
(NV) 100%]
    UHC --> UHC_NV5[Prime Health, Inc.  
88-0253112  
(NV) 100%]
    UHC --> UHC_CA2[CII Financial, Inc.  
95-4188244  
(CA) 100%]
    UHC --> UHC_AR[UnitedHealthcare of Arkansas, Inc.  
63-1036819  
NAIC No. 95446  
HMO  
(AR) 100%]
    UHC --> UHC_MD[UnitedHealthcare of the Mid-Atlantic, Inc.  
52-1130183  
NAIC No. 95025  
HMO  
(MD) 100%]
    UHC --> UHC_UT[UnitedHealthcare of Utah, Inc.  
41-1488563  
NAIC No. 95501  
HMO  
(UT) 100%]
    UHC --> UHC_MI[Southwest Michigan Health Network Inc.  
38-2609888  
(MI) 100%]
    UHC --> UHC_NV6[Sierra Health-Care Options, Inc.  
88-0254322  
(NV) 100%]
    UHC --> UHC_NV7[Sierra Home Medical Products, Inc.  
88-0385705  
(NV) 100%]
    UHC --> UHC_NV8[Family Health Care Services  
88-0223385  
(NV) 100%]
    UHC --> UHC_CO[UnitedHealthcare of Colorado, Inc.  
84-1004639  
NAIC No. 95090  
HMO  
(CO) 100%]
    UHC --> UHC_MO[UnitedHealthcare of the Midwest, Inc.  
43-1361841  
NAIC No. 96385  
HMO  
(MO) 100%]
    UHC --> UHC_WI3[UnitedHealthcare of Wisconsin, Inc.  
39-1555888  
NAIC No. 95710  
HMO  
(WI) 100%]
    UHC --> UHC_NV9[Sierra Nevada Administrators, Inc.  
88-0264562  
(NV) 100%]
    UHC --> UHC_NV10[Southwest Medical Associates, Inc.  
88-0201420  
(NV) 100%]
    UHC --> UHC_FL2[UnitedHealthcare of Florida, Inc.  
59-1293865  
NAIC No. 95264  
HMO  
(FL) 100%]
    UHC --> UHC_MS[UnitedHealthcare of Mississippi, Inc.  
63-1036817  
NAIC No. 95716  
HMO  
(MS) 100%]
    UHC --> UHC_NV11[Behavioral Healthcare Options, Inc.  
88-0267657  
(NV) 100%]
    UHC --> UHC_AZ3[Mohave Valley Hospital, Inc.  
86-0693199  
(AZ) 100%]
  
```

The organizational chart for UnitedHealthcare, Inc. shows a hierarchical structure. At the top is UnitedHealthcare, Inc. (DE) 100%. It branches into 11 subsidiaries, each representing a different state or region. These subsidiaries are further divided into smaller entities, some of which are also 100% owned by the parent company. The chart illustrates the extensive network of UnitedHealthcare across the United States.

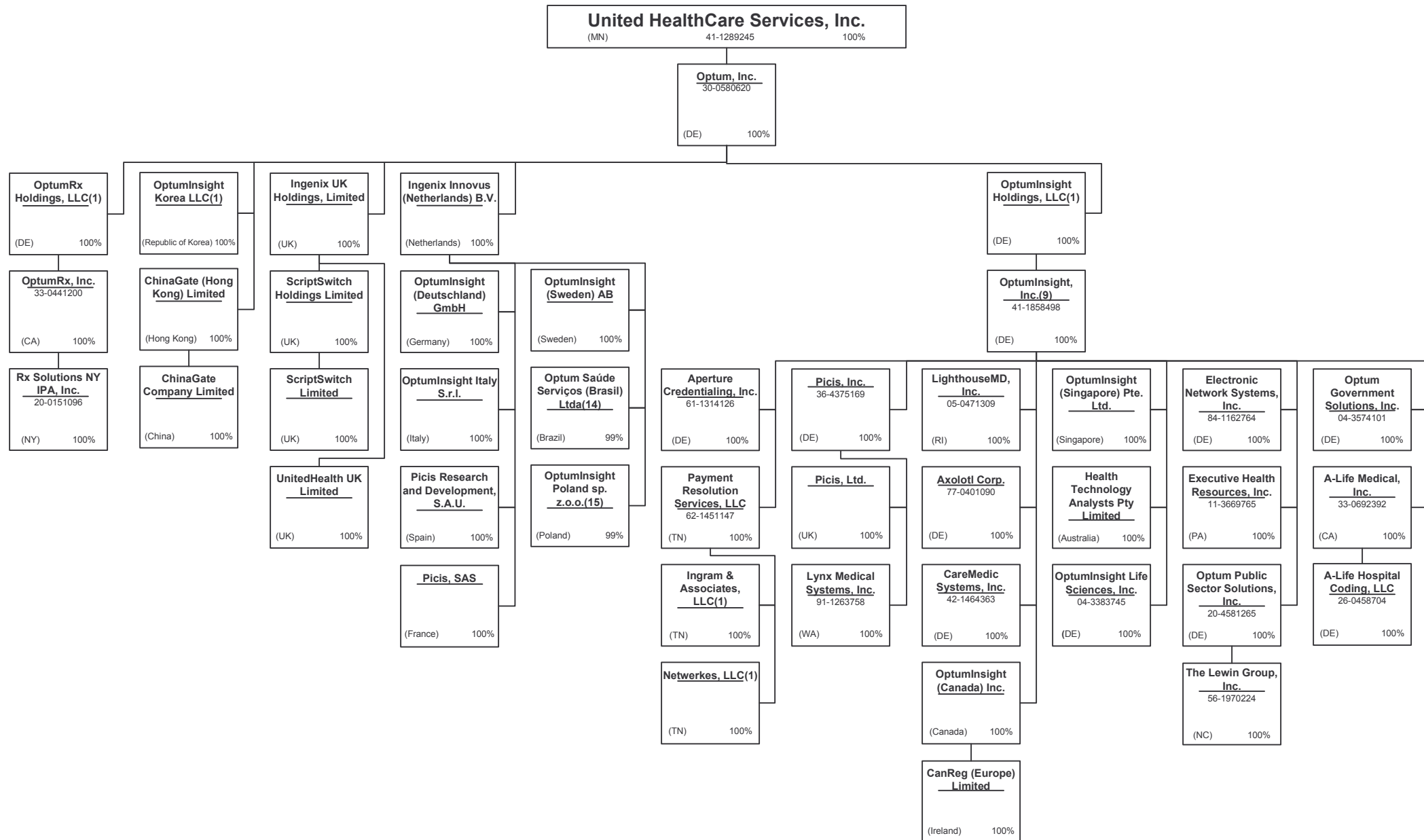
SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART



## PART 1 - ORGANIZATIONAL CHART



SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER MEMBERS OF A HOLDING COMPANY GROUP  
PART 1 - ORGANIZATIONAL CHART

Notes

- All legal entities on the Organization Chart are Corporations unless otherwise indicated.
- (1) Entity is a Limited Liability Company
  - (2) Entity is a Partnership
  - (3) Entity is a Non-Profit Corporation
  - (4) Control of the Foundation is based on sole membership, not the ownership of voting securities
  - (5) PacifiCare Life and Health Insurance Company is 99% owned by PacifiCare Health Plan Administrators, Inc. and 1% owned by PacifiCare Health Systems, LLC
  - (6) UnitedHealth Group Information Services Private Limited is 99.37% owned by UnitedHealth Group International B.V.. The remaining 0.63% is owned by UnitedHealth International, Inc.
  - (7) United Healthcare India Private Limited is 99.9952% owned by UnitedHealth Group International B.V. and 0.0048% owned by UnitedHealth International, Inc.
  - (8) General partnership interests are held by United HealthCare Services, Inc. (89.77%) and by UnitedHealthcare, Inc. (10.23%). United HealthCare Services, Inc. also holds 100% of the limited partnership interests. When combining general and limited partner interests, United HealthCare Services, Inc. owns 94.18% and UnitedHealthcare, Inc. owns 5.83%.
  - (9) Established a branch, Ingenix, Inc. – Abu Dhabi, located in Abut Dhabi, UAE.
  - (10) WellMed Medical Management, Inc. is 80% owned by Collaborative Care Holdings, LLC and 20% owned by WMG Healthcare Partners, L.P.
  - (11) Limited partnership interest is held by United HealthCare Services, Inc. (99%). General partnership interest is held by UMR, Inc. (1%)
  - (12) Personal Performance Consultants India Private Limited is 99.996% owned by OptumHealth International B.V. and 0.004 % owned by United Behavioral Health.
  - (13) INSPIRIS of Texas Physicians Group is a Texas non-profit (taxable) whose sole member is Inspiris of Texas, Inc.
  - (14) Optum Saúde Serviços (Brasil) Ltda. Is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.
  - (15) OptumInsight Poland sp. z.o.o. is 99% owned by Ingenix Innovus (Netherlands) B.V. The remaining 1% is owned by OptumInsight, Inc.

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					(PPC) Pty Ltd	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-1913523				ACN Group IPA of New York, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-0015861				ACN Group of California, Inc.	CA	JA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-0458704				A-Life Hospital Coding, LLC	DE	NIA	A-Life Medical, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	33-0692392				A-Life Medical, Inc.	CA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	.82406	35-1665915				All Savers Insurance Company			Golden Rule Financial Corporation			UnitedHealth Group Incorporated	
								IN	JA		Ownership	100.000		
..0707	UnitedHealth Group Incorporated	..73130	35-1744596				All Savers Life Insurance Company of California	CA	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..97179	86-0207231				American Medical Security Life Insurance Company	WI	JA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	54-1743136				AmeriChoice Corporation	DE	UIP	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	54-1743141				AmeriChoice Health Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..13178	26-2481299				AmeriChoice of Connecticut, Inc.	CT	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..13168	26-2688274				AmeriChoice of Georgia, Inc.	GA	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..95497	22-3368602				AmeriChoice of New Jersey, Inc.	NJ	JA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	61-1314126				Aperture Credentialing, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	86-0813232				Arizona Physicians IPA, Inc.			UnitedHealthcare of Arizona, Inc.			UnitedHealth Group Incorporated	
								AZ	NIA		Ownership	100.000		
		.00000					ASI Global, LLC	TX	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	77-0401090				Axolotl Corp.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	84-1544013				bConnections Software, Inc.	DE	NIA	bConnections, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	88-0267857				Behavioral Healthcare Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	41-2011515				BP Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Canada Health Group International Limited	CA	NIA	FrontierMEDEX Canada Holdings Ltd.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					CanReg (Europe) Limited	IE	NIA	OptumInsight (Canada) Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-2576806				Care Improvement Associates of Texas, Inc.	TX	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	20-8375685				Care Improvement Plus Group Management, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..12313	20-2412936				Care Improvement Plus of Maryland, Inc.	MD	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..12558	45-4976934				Care Improvement Plus of Texas Insurance Company	TX	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-3536376				Care Improvement Plus Practitioners, LLC	MD	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..12567	20-3888112				Care Improvement Plus South Central Insurance Company	AR	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..14041	27-5038136				Care Improvement Plus Wisconsin Insurance Company	WI	JA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	26-1358634				Care Improvement Reinsurance Corporation of America	AZ	NIA	XLHealth Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	42-1464363				CareMedic Systems, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ChinaGate (Hong Kong) Limited	HK	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					ChinaGate Company Limited	CN	NIA	ChinaGate (Hong Kong) Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	95-4188244				CII Financial, Inc.	CA	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000					Citipsych Pty. Limited	AU	NIA	PPC Worldwide Unit Trust	Ownership	100.000	UnitedHealth Group Incorporated	
..0707	UnitedHealth Group Incorporated	..11836	13-4247706				Citrus Health Care, Inc.	FL	JA	PHC Holdings of Florida, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2337616				Collaborative Care Holdings, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		.00000	27-2337487				Collaborative Care Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Per-centage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000	27-3470466				Collaborative Care Solutions, LLC			Collaborative Care Services, Inc.			UnitedHealth Group Incorporated	
		00000	11-3647007				Comfort Care Transportation, LLC	DE	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		00000	61-1351358				Commonwealth Administrators, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2581574				Connexions HCI NM, LLC	KY	NIA	UMR, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-1825933				Connexions HCI, LLC	NM	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	59-3684411				Connexions, Inc.	FL	NIA	Connexions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Corporate Support Limited	FL	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000								Personal Performance Consultants			UnitedHealth Group Incorporated	
		00000	52-1811176				DBP Services of New York IPA, Inc.	UK	NIA	UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0518346				DCG Resource Options, LLC	NY	NIA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1452809				Dental Benefit Providers of California, Inc.	ME	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Dental Benefit Providers of Illinois, Inc.	CA	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	52053	36-4008355				Dental Benefit Providers, Inc.	IL	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-2014834				Distance Learning Network, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0238641				Duncan Printing Services, LLC	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000								UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	84-1162764				Electronic Network Systems, Inc.	SC	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		00000					ELG FZE	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0964571				Evercare Collaborative Solutions, Inc.	AE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0226127				Evercare Hospice, Inc.			Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0618309				Evercare of Arizona, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	11-3669765				Executive Health Resources, Inc.	AZ	NIA	Ovations, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exlogs EBT Holdings Limited	PA	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exlogs HSE, Inc. (Canada)	JE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000								FrontierMEDEX Canada Holdings Ltd.			UnitedHealth Group Incorporated	
		00000					Exploration for Mine Clearance, LLC	CA	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logisitics Group for Medical Services PLC LTD	IQ	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics BC Limited			FrontierMEDEX Limited			UnitedHealth Group Incorporated	
		00000	68-0679516				Exploration Logistics Group Inc.	IQ	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	68-0679514				Exploration Logistics Inc.	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics Limited	DE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics Newfoundland Limited	DE	NIA	Exploration Logistics Group Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Exploration Logistics Nova Scotia Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Family Health Care Services	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0223385				Family Home Hospice, Inc.	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0257036				FMG Holdings, LLC	CA	NIA	FrontierMEDEX Canada Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Focus EAP Ltd.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	22-3314813				FOHP, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0908902				FOR HEALTH OF ARIZONA, INC.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	06-1529471				For Health of Rhode Island, Inc.	DE	NIA	Personal Performance Consultants	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0766617				For Health, Inc.	UK	NIA	UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Frontier Medical Services Limited	NJ	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX Canada Holdings Ltd.	AZ	NIA	For Health, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000						RI	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000						DE	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000						UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000						CA	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000					FrontierMEDEX Canada Limited			Canada Health Group International Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-5339512				FrontierMEDEX Gouvernment Services, LLC	CA	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX Group Limited	DE	NIA	FMG Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX Limited	UK	NIA	FrontierMEDEX UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					FrontierMEDEX UK Limited	UK	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-1219808				FrontierMEDEX US, Inc.	DE	NIA	FrontierMEDEX Group Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2230470				FrontierMEDEX, Inc.	DE	NIA	FrontierMEDEX US, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	04-3748582				Geriatric of Massachusetts, Inc.	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	37-0855360				Golden Rule Financial Corporation	DE	NIA	Golden Rule Financial Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	62286	37-6028756	3057283			Golden Rule Insurance Company	DE	NIA	Golden Rule Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-0213198				H & W Indemnity, Ltd.	IN	JA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	43893	13-3584296				Health Net Insurance of New York, Inc.	KY	NIA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Health Net of Connecticut, Inc.	NY	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95968	06-1084283				Health Net of New Jersey, Inc.	CT	JA	FOHP, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95351	22-3241303				Health Net of New York, Inc.	NJ	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95305	06-1174953				Health Net Services (Bermuda) Ltd.	NY	JA	Oxford Health Plans LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	98-0153069				Health Plan of Nevada, Inc.	BM	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96342	88-0201035				Health Technology Analysts Pty Limited	NV	JA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					HealthAllies, Inc.	AU	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	95-4763349				Hospice Inspiris Holdings, Inc.	DE	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8910978				Hospice Inspiris of Pennsylvania, Inc.	TN	NIA	Hospice Inspiris Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911466				Hospice Inspiris of Texas, Inc.	TN	NIA	FOR HEALTH OF ARIZONA, INC.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911303				Hospice Inspiris, LLC	TN	NIA	UnitedHealth International, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	82-0586676				Hygeia Corporation	DE	NIA	Hygeia Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-4331825				Hygeia Corporation (Ontario)	CA	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-4603968				Independent Physician Management Services, Inc.	DE	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0477097				Ingenix Innovus (Netherlands) B.V.	AZ	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Ingenix UK Holdings Limited	NL	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Ingram & Associates, LLC	UK	NIA	Payment Resolution Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	62-1641102				Inspiris of Alabama, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2284945				Inspiris of Maryland, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2831067				Inspiris of Michigan, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-1561939				INSPIRIS of New York IPA, Inc.	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	13-4138668				INSPIRIS of New York Management, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	13-4138665				Inspiris of Pennsylvania, Inc.	NY	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911466				Inspiris of Tennessee, Inc.	TN	NIA	Inspiris of Texas, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-5355196				INSPIRIS of Texas Physician Group	TN	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-2885572				Inspiris of Texas, Inc.	TX	NIA	Inspiris, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-8911372				Inspiris Services Company	TN	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-0683057				Inspiris, Inc.	TN	NIA		Ownership	100.000	UnitedHealth Group Incorporated	
		00000	33-0766366					DE	NIA		Ownership	100.000	UnitedHealth Group Incorporated	



**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi- iliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000					International Psychological Services Pty Limited	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3143218				Lifeprint East, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-2309024				Lifeprint Health, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	05-0471309				LighthouseMD, Inc.	RI	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	39-1974851				Logistics Health, Inc.	WI	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	91-1263758				Lynx Medical Systems, Inc.	WA	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					MAMSI Insurance Resources, LLC	MD	NIA	OneNet PPO, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	60321	52-1803283				MAMSI Life and Health Insurance Company	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	14-1782475				Managed Physical Network, Inc.	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96310	52-1169135				MD-Individual Practice Association, Inc.	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Medekit.com Limited	UK	NIA	FrontierMEDEX Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-2178531				MEDEX Insurance Services, Inc.	MD	NIA	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12756	20-3391186				Medica Health Plans of Florida, Inc.	FL	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12155	01-0788576				Medica HealthCare Plans, Inc.	FL	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-4808018				Medical Preparatory School of Allied Health, LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	32-0037402				Medical Transportation Services, LLC	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	79480	35-1279304				Midwest Security Life Insurance Company	WI	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	86-0693199				Mohave Valley Hospital, Inc.	AZ	NIA	Southwest Medical Associates, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3142852				Monarch Management Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95251	76-0196559				National Pacific Dental, Inc.	TX	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95123	65-0996107				Neighborhood Health Partnership, Inc.	FL	JA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-4755277				Netwerkes, LLC	TN	NIA	Payment Resolution Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95758	88-0228572				Nevada Pacific Dental	NV	JA	Dental Benefit Providers, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0245121				Northern Nevada Health Network, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OneNet PPO, LLC	MD	NIA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96940	52-1518174				Optimum Choice, Inc.	MD	JA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	45-3142512				Optum Clinical Services, Inc.	DE	NIA	Collaborative Care Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	04-3574101				Optum Government Solutions, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-4581265				Optum Public Sector Solutions, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Optum Sa de Servi os (Brasil) Ltda	BR	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	99.000	UnitedHealth Group Incorporated	
		00000					Optum Sa de Servi os (Brasil) Ltda	BR	NIA	OptumInsight, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	
		00000	45-4683454				Optum Services, Inc.	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0580620	3119994			Optum, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0858534	3202702			OptumHealth Bank, Inc.	UT	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	27-0508164				OptumHealth Capital, Inc.	DE	NIA	OptumHealth Financial Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1591944				OptumHealth Care Solutions, Inc.	MN	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	47-0858530				OptumHealth Financial Services, Inc.	DE	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					OptumHealth Holdings, LLC	DE	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		.00000					OptumHealth International B.V. ....	NL	NIA	Optum, Inc. ....	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight (Canada) Inc. ....	CA	NIA	OptumInsight, Inc. ....	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight (Deutschland) GmbH			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								DE	NIA		Ownership.....	100.000		
		.00000					OptumInsight (Singapore) Pte. Ltd. ....	SG	NIA	OptumInsight, Inc. ....	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight (Sweden) AB			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								SE	NIA		Ownership.....	100.000		
		.00000					OptumInsight Holdings, LLC	DE	NIA	Optum, Inc. ....	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Italy S.r.l.			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								IT	NIA		Ownership.....	100.000		
		.00000					OptumInsight Korea LLC	Re	NIA	Optum, Inc. ....	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	04-3383745				OptumInsight Life Sciences, Inc.	DE	NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumInsight Poland sp. z.o.o.			Ingenix Innovus (Netherlands) B.V.			UnitedHealth Group Incorporated	
								Po	NIA		Ownership.....	99.000		
		.00000					OptumInsight Poland sp. z.o.o.	Po	NIA	OptumInsight, Inc.	Ownership.....	1.000	UnitedHealth Group Incorporated	
		.00000	41-1858498				OptumInsight, Inc.	DE	NIA	OptumInsight Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					OptumRx Holdings, LLC	DE	NIA	Optum, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	33-0441200				OptumRx, Inc.	CA	NIA	OptumRx Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	41-1921007				Ovations, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	06-1587795				Oxford Benefit Management, Inc.	CT	NIA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	78026	22-2797560				Oxford Health Insurance, Inc.	NY	JA	Oxford Health Plans (NY), Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	96798	06-1181201				Oxford Health Plans (CT), Inc.	CT	JA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95506	22-2745725				Oxford Health Plans (NJ), Inc.	NJ	JA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	95479	06-1181200				Oxford Health Plans (NY), Inc.	NY	JA	Oxford Health Plans LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	52-2443751				Oxford Health Plans LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	35-1508167				PacifiCare Health Plan			PacifiCare Health Systems, LLC			UnitedHealth Group Incorporated	
							Administrators, Inc.	IN	NIA		Ownership.....	100.000		
		.00000	20-3375956				PacifiCare Health Systems, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership.....	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	70785	35-1137395				PacifiCare Life and Health Insurance Company			PacifiCare Health Plan			UnitedHealth Group Incorporated	
								IN	JA	Administrators, Inc.	Ownership.....	99.000		
0707	UnitedHealth Group Incorporated	70785	35-1137395				PacifiCare Life and Health Insurance Company			PacifiCare Health Systems, LLC			UnitedHealth Group Incorporated	
								IN	JA		Ownership.....	1.000		
0707	UnitedHealth Group Incorporated	84506	95-2829463				PacifiCare Life Assurance Company			PacifiCare Health Plan			UnitedHealth Group Incorporated	
								CO	JA	Administrators, Inc.	Ownership.....	100.000		
0707	UnitedHealth Group Incorporated	95617	94-3267522				PacifiCare of Arizona, Inc.			PacifiCare Health Plan			UnitedHealth Group Incorporated	
								AZ	JA	Administrators, Inc.	Ownership.....	100.000		
0707	UnitedHealth Group Incorporated	95434	84-1011378				PacifiCare of Colorado, Inc.			PacifiCare Health Plan			UnitedHealth Group Incorporated	
								CO	JA	Administrators, Inc.	Ownership.....	100.000		
0707	UnitedHealth Group Incorporated	95685	86-0875231				PacifiCare of Nevada, Inc.			PacifiCare Health Plan			UnitedHealth Group Incorporated	
								NV	JA	Administrators, Inc.	Ownership.....	100.000		
		.00000					Passport Coast-to-Coast LLC	DE	NIA	United HealthCare Services, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000	33-0861832				Paularino Third Party Administrators, Inc.			For Health, Inc.			UnitedHealth Group Incorporated	
								CA	NIA		Ownership.....	100.000		
		.00000	62-1451147				Payment Resolution Services, Inc.	TN	NIA	OptumInsight, Inc.	Ownership.....	100.000	UnitedHealth Group Incorporated	
		.00000					Personal Performance Consultants			OptumHealth International B.V.			UnitedHealth Group Incorporated	
							India Private Limited	IN	NIA		Ownership.....	99.996		
		.00000					Personal Performance Consultants			United Behavioral Health			UnitedHealth Group Incorporated	
							India Private Limited	IN	NIA		Ownership.....	0.004		
		.00000					Personal Performance Consultants UK			PPC International, L.L.C.			UnitedHealth Group Incorporated	
							Limited	UK	NIA		Ownership.....	100.000		
		.00000	80-0506053				PHC Holdings of Florida, Inc.	TX	NIA	PHC Subsidiary Holdings, LLC	Ownership.....	100.000	UnitedHealth Group Incorporated	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
0707	UnitedHealth Group Incorporated	00000 13160	35-2288416 45-0571407				PHC Subsidiary Holdings, LLC Physicians Health Choice of Arkansas, Inc.	TX AR	NIA JA	United HealthCare Services, Inc. PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	12977	32-0191973				Physicians Health Choice of New Mexico, Inc.	NM	JA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11494	04-3677255				Physicians Health Choice of Texas, LLC	TX	JA	PHC Subsidiary Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1162824				Physicians Health Plan of Maryland, Inc.	MD	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis Research and Development, S.A.U.	ES	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis SAS	FR	NIA	Ingenix Innovus (Netherlands) B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	36-4375169	3886791			Picis, Inc.	DE	NIA	OptumInsight, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Picis, Ltd.	UK	NIA	Picis, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Positive People Company	CN	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-2149493				PPC International II, LLC	MO	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	43-1747235				PPC International, L.L.C.	MO	NIA	Optum, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Canada EAP Services Ltd.	CA	NIA	PPC International, L.L.C.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Management Pty Ltd	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Pte. Ltd.	SG	NIA	International Psychological Services Pty Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Pty Ltd	AU	NIA	Personal Performance Consultants UK Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					PPC Worldwide Unit Trust	AU	NIA	PPC Worldwide Pty Ltd	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2741619				ppoONE, Inc.	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	65-0683927				Preferred Care Partners Holding, Corp.	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-1845018				Preferred Care Partners Medical Group, Inc.	FL	NIA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	11176	65-0885893				Preferred Care Partners, Inc.	FL	JA	Preferred Care Partners Holding, Corp.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0253112				Prime Health, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	39-1579905				ProcessWorks, Inc.	WI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-3168754				R&H Family Fitness Unlimited LLC	TX	NIA	WellMed Medical Management, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-0151096				Rx Solutions NY IPA, Inc.	NY	NIA	OptumRx, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					ScriptSwitch Holdings Limited	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
0707	UnitedHealth Group Incorporated	71420	94-0734860				ScriptSwitch Limited	UK	NIA	ScriptSwitch Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					Sierra Health and Life Insurance Company, Inc.	CA	JA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0200415				Sierra Health Services, Inc.	NV	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0254322				Sierra Health-Care Options, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0385705				Sierra Home Medical Products, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0264562				Sierra Nevada Administrators, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	88-0201420				Southwest Medical Associates, Inc.	NV	NIA	Sierra Health Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	38-2609888				Southwest Michigan Health Network Inc.	MI	NIA	UnitedHealthcare, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1921983				Specialty Benefits, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
		00000	71-0886811				Spectera of New York, IPA, Inc.	NY	NIA	Spectera, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1260282				Spectera, Inc.	MD	NIA	Specialty Benefits, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	56-1970224				The Lewin Group, Inc.			Optum Public Sector Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	25-1825549				Three Rivers Holdings, Inc.	NC	NIA	AmeriChoice Corporation	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	52-1431155				Travel Express Incorporated	DE	UDP	FrontierMEDEX, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	94-3077084				U.S. Behavioral Health Plan, California	MD	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1913059				UHC International Services, Inc.	CA	JA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	95-2931460				UHC of California	DE	NIA	PacifiCare Health Plan	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1921008				UHC Holdings, Inc.	CA	JA	Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	14-1892398				Ultima Rx, LLC	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2788811				UMR Care Management, LLLP	FL	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	75-2788811				UMR Care Management, LLLP	DE	NIA	United HealthCare Services, Inc.	Ownership	99.000	UnitedHealth Group Incorporated	1
		00000	39-1995276				UMR, Inc.	DE	NIA	UMR, Inc.	Ownership	1.000	UnitedHealth Group Incorporated	1
.0707	UnitedHealth Group Incorporated	91529	52-1996029				Unimerica Insurance Company	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	11596	01-0637149				Unimerica Life Insurance Company of New York	WI	JA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	25-1877716				Unimerica Life Insurance Company of New York	NY	JA	UnitedHealthcare Insurance Company	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	20-5917714				Unison Administrative Services, LLC	PA	NIA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	11139	62-1839257				Unison Health Plan of Delaware, Inc.	DE	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
							Unison Health Plan of Tennessee, Inc.			Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	13032	26-0651931				Unison Health Plan of the Capital Area, Inc.	TN	JA	Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	94-2649097				United Behavioral Health	DC		Three Rivers Holdings, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1868911				United Behavioral Health of New York, I.P.A., Inc.	CA	NIA	OptumHealth Holdings, LLC	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1941615				United Health Foundation	NY	NIA	United Behavioral Health	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1289245	3410132			United HealthCare Services, Inc.	NY	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	30-0318238				United Resource Networks IPA of New York, Inc.	MN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	01-0538317				UnitedHealth Advisors, LLC	NY	NIA	OptumHealth Care Solutions, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Capital, LLC	ME	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Global Healthcare Services Limited	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Global Services, Inc.	IE	NIA	PacifiCare Health Plan	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1321939		0000731766	New York Stock Exchange	UnitedHealth Group International B.V.	PH	NIA	Administrators, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Incorporated	MN	UIP	UnitedHealth Group International B.V.	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Information Services Private Limited	IN	NIA	UnitedHealth Group International B.V.	Ownership	99.370	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group Information Services Private Limited	IN	NIA	UnitedHealth International, Inc.	Ownership	0.630	UnitedHealth Group Incorporated	
		00000					UnitedHealth Group International B.V.	IN	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	41-1917398				UnitedHealth International, Inc.	NL	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000	26-2574977				UnitedHealth Military & Veterans Services, LLC	DE	NIA	UnitedHealth Group Incorporated	Ownership	100.000	UnitedHealth Group Incorporated	
		00000					UnitedHealth UK Limited	DE	NIA	United HealthCare Services, Inc.	Ownership	100.000	UnitedHealth Group Incorporated	
.0707	UnitedHealth Group Incorporated	95174	33-0115163				UnitedHealthcare Benefits of Texas, Inc.	UK	NIA	Ingenix UK Holdings Limited	Ownership	100.000	UnitedHealth Group Incorporated	
								TX	JA	PacifiCare Health Plan	Ownership	100.000	UnitedHealth Group Incorporated	

**SCHEDULE Y**  
**PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM**

1	2	3	4	5	6	7	8	9	10	11	12 Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	13 If Control is Owner- ship Provide Percent- age	14  Ultimate Controlling Entity(ies)/Person(s)	15  *
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi- ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)				
...0707 ...	UnitedHealth Group Incorporated	...12323	56-2451429				UnitedHealthcare Community Plan of Ohio, Inc.	...OH	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...11141	91-2008361				UnitedHealthcare Community Plan of Texas, L.L.C.	...TX	...JA	Ovations, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95467	38-3204052				UnitedHealthcare Community Plan, Inc.	...MI	...JA	AmeriChoice Corporation	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					UnitedHealthcare India Private Limited	...IN	...NIA	UnitedHealth Group International B.V.	Ownership	...99.995	UnitedHealth Group Incorporated	
		...00000					UnitedHealthcare India Private Limited	...IN	...NIA	UnitedHealth International, Inc.	Ownership	...0.005	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...79413	36-2739571				UnitedHealthcare Insurance Company	...CT	...JA	UHC Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...60318	36-3800349				UnitedHealthcare Insurance Company of Illinois	...IL	...JA	UnitedHealthcare Insurance Company	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...60093	11-3283886				UnitedHealthcare Insurance Company of New York	...NY	...JA	UnitedHealthcare Insurance Company	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...12231	20-1902768				UnitedHealthcare Insurance Company of the River Valley	...IL	...JA	UnitedHealthcare Services Company of the River Valley, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
		...00000					UnitedHealthcare International Asia, LLC	...DE	...NIA	UnitedHealth Group Incorporated	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95784	63-0899562				UnitedHealthcare of Alabama, Inc.	...AL	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...96016	86-0507074				UnitedHealthcare of Arizona, Inc.	...AZ	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95446	63-1036819				UnitedHealthcare of Arkansas, Inc.	...AR	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95090	84-1004639				UnitedHealthcare of Colorado, Inc.	...CO	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95264	59-1293865				UnitedHealthcare of Florida, Inc.	...FL	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95850	58-1653544				UnitedHealthcare of Georgia, Inc.	...GA	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95776	36-3280214				UnitedHealthcare of Illinois, Inc.	...IL	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	...KY	...JA	United HealthCare Services, Inc.	Ownership	...94.180	UnitedHealth Group Incorporated	...2
...0707 ...	UnitedHealth Group Incorporated	...96644	62-1240316				UnitedHealthcare of Kentucky, Ltd.	...KY	...JA	UnitedHealthcare, Inc.	Ownership	...5.820	UnitedHealth Group Incorporated	...2
...0707 ...	UnitedHealth Group Incorporated	...95833	72-1074008				UnitedHealthcare of Louisiana, Inc.	...LA	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95716	63-1036817				UnitedHealthcare of Mississippi, Inc.	...MS	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95149	05-0413469				UnitedHealthcare of New England, Inc.	...RI	...JA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...13214	26-2697886				UnitedHealthcare of New Mexico, Inc.	...NM	...JA	UnitedHealthcare Insurance Company	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95085	06-1172891				UnitedHealthcare of New York, Inc.	...NY	...JA	AmeriChoice Corporation	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95103	56-1461010				UnitedHealthcare of North Carolina, Inc.	...NC	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95186	31-1142815				UnitedHealthcare of Ohio, Inc.	...OH	...JA	United HealthCare Services, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...96903	33-0115166				UnitedHealthcare of Oklahoma, Inc.	...OK	...JA	PacifiCare Health Plan Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95893	93-0938819				UnitedHealthcare of Oregon, Inc.	...OR	...JA	PacifiCare Health Plan Administrators, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95220	25-1756858				UnitedHealthcare of Pennsylvania, Inc.	...PA	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...11775	32-0062883				UnitedHealthcare of South Carolina, Inc.	...SC	...JA	Three Rivers Holdings, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95765	95-3939697				UnitedHealthcare of Texas, Inc.	...TX	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	
...0707 ...	UnitedHealth Group Incorporated	...95025	52-1130183				UnitedHealthcare of the Mid-Atlantic, Inc.	...MD	...JA	UnitedHealthcare, Inc.	Ownership	...100.000	UnitedHealth Group Incorporated	

SCHEDULE Y  
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	Federal ID Number	Federal RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domi-ciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity/Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Owner-ship Provide Percen-tage	Ultimate Controlling Entity(ies)/Person(s)	*
...0707 ...	UnitedHealth Group Incorporated .....	...95591 .....	47-0676824 .....	.....	.....	.....	UnitedHealthcare of the Midlands, Inc. ....	NE .....	JA .....	UnitedHealthcare, Inc. ....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...96385 .....	43-1361841 .....	.....	.....	.....	UnitedHealthcare of the Midwest, Inc. ....	MO .....	JA .....	UnitedHealthcare, Inc. ....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95501 .....	41-1488563 .....	.....	.....	.....	UnitedHealthcare of Utah, Inc. ....	UT .....	JA .....	UnitedHealthcare, Inc. ....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...48038 .....	91-1312551 .....	.....	.....	.....	UnitedHealthcare of Washington, Inc. .	WA .....	JA .....	PacifiCare Health Plan Administrators, Inc. ....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95710 .....	39-1555888 .....	.....	.....	.....	UnitedHealthcare of Wisconsin, Inc. ....	WI .....	JA .....	UnitedHealthcare, Inc. ....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
...0707 ...	UnitedHealth Group Incorporated .....	...95378 .....	36-3379945 .....	.....	.....	.....	UnitedHealthcare Plan of the River Valley, Inc. ....	IL .....	JA .....	UnitedHealthcare Services Company of the River Valley, Inc. ....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	47-0854646 .....	.....	.....	.....	UnitedHealthcare Service LLC .....	DE .....	NIA .....	UnitedHealthcare Insurance Company .....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	36-3355110 .....	.....	.....	.....	UnitedHealthcare Services Company of the River Valley, Inc. ....	DE .....	NIA .....	UnitedHealthcare, Inc. ....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	41-1922511 .....	.....	.....	.....	UnitedHealthcare, Inc. ....	DE .....	NIA .....	United HealthCare Services, Inc. .	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	37-0920164 .....	.....	.....	.....	UnitedHealthOne Agency, Inc. ....	IN .....	NIA .....	Golden Rule Financial Corporation	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	74-2797745 .....	.....	.....	.....	WellMed Medical Management of Florida, Inc. ....	FL .....	NIA .....	WellMed Medical Management, Inc. .	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	74-2786364 .....	.....	.....	.....	WellMed Medical Management, Inc. ....	TX .....	NIA .....	Collaborative Care Holdings, LLC .	Ownership.....	80.000 .....	UnitedHealth Group Incorporated .....	3 .....
.....	.....	...00000 .....	36-3437660 .....	.....	.....	.....	Wellness, Inc. ....	IL .....	NIA .....	OptumHealth Care Solutions, Inc. .	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	20-0325334 .....	.....	.....	.....	XLHealth BIPA, Inc. ....	MD .....	NIA .....	XLHealth Corporation .....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	52-2102846 .....	.....	.....	.....	XLHealth Corporation .....	MD .....	NIA .....	United HealthCare Services, Inc. .	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	.....	.....	.....	.....	XLHealth Corporation India Private Limited .....	IN .....	NIA .....	XLHealth Corporation .....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	20-2717264 .....	.....	.....	.....	XLHealth Tennessee, LLC .....	MD .....	NIA .....	XLHealth Corporation .....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....
.....	.....	...00000 .....	52-2111342 .....	.....	.....	.....	XLHealth Texas, Inc. ....	MD .....	NIA .....	XLHealth Corporation .....	Ownership.....	100.000 .....	UnitedHealth Group Incorporated .....	.....

Asterisk	Explanation
1 .....	The general partnership interest of 1.0% is held by UMR, Inc. and the limited partnership interest of 99% is held by United HealthCare Services, Inc. ....
2 .....	The general partnership interest of 89.77% is held by United HealthCare Services, Inc. (UHS) and 10.23% is held by UnitedHealthcare, Inc. (UHC). UHS also holds 100% of the limited partnership interests. When combining general and limited partner interests, UHS owns 94.18% and UHC owns 5.83% .....
3 .....	The remaining 20% is owned by WMG Healthcare Partners, L.P., a non-affiliated company. ....

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

Response

1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement? .....

NO

Explanation:

1. Unison Health Plan of the Capital Area, Inc. does not write Medicare Part D Coverage Supplement business.

Bar Code:

1. Medicare Part D Coverage Supplement [Document Identifier 365]



**OVERFLOW PAGE FOR WRITE-INS**



SCHEDULE A - VERIFICATION

Real Estate

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Current year change in encumbrances .....		
4. Total gain (loss) on disposals .....		
5. Deduct amounts received on disposals .....		
6. Total foreign exchange change in book/adjusted carrying value .....		
7. Deduct current year's other than temporary impairment recognized .....		
8. Deduct current year's depreciation .....		
9. Book/adjusted carrying value at the end of current period (Lines 1+2+3+4-5+6-7-8) .....		
10. Deduct total nonadmitted amounts .....		
11. Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

	1 Year to Date	2 Prior Year Ended December 31
1. Book value/recorded investment excluding accrued interest, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and mortgage interest points and commitment fees .....		
9. Total foreign exchange change in book value/recorded investment excluding accrued interest .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book value/recorded investment excluding accrued interest at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Total valuation allowance .....		
13. Subtotal (Line 11 plus Line 12) .....		
14. Deduct total nonadmitted amounts .....		
15. Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....		
2. Cost of acquired:		
2.1 Actual cost at time of acquisition .....		
2.2 Additional investment made after acquisition .....		
3. Capitalized deferred interest and other .....		
4. Accrual of discount .....		
5. Unrealized valuation increase (decrease) .....		
6. Total gain (loss) on disposals .....		
7. Deduct amounts received on disposals .....		
8. Deduct amortization of premium and depreciation .....		
9. Total foreign exchange change in book/adjusted carrying value .....		
10. Deduct current year's other than temporary impairment recognized .....		
11. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5+6-7-8+9-10) .....		
12. Deduct total nonadmitted amounts .....		
13. Statement value at end of current period (Line 11 minus Line 12)		

SCHEDULE D - VERIFICATION

Bonds and Stocks

	1 Year to Date	2 Prior Year Ended December 31
1. Book/adjusted carrying value of bonds and stocks, December 31 of prior year .....	312,321	321,679
2. Cost of bonds and stocks acquired .....	7,216,425	
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	
6. Deduct consideration for bonds and stocks disposed of .....	310,000	
7. Deduct amortization of premium .....	4,986	9,358
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	7,213,760	312,321
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	7,213,760	312,321

STATEMENT AS OF JUNE 30, 2012 OF THE Unison Health Plan of the Capital Area, Inc.

SCHEDULE D - PART 1B

Showing the Acquisitions, Dispositions and Non-Trading Activity  
During the Current Quarter for all Bonds and Preferred Stock by Rating Class

	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. Class 1 (a) .....	3,291,198	42,218,762	5,798,330	(2,418)	3,291,198	39,709,212	0	3,248,160
2. Class 2 (a) .....	0	0	0	0	0	0	0	0
3. Class 3 (a) .....	0	0	0	0	0	0	0	0
4. Class 4 (a) .....	0	0	0	0	0	0	0	0
5. Class 5 (a) .....	0	0	0	0	0	0	0	0
6. Class 6 (a) .....	0	0	0	0	0	0	0	0
7. Total Bonds	3,291,198	42,218,762	5,798,330	(2,418)	3,291,198	39,709,212	0	3,248,160
PREFERRED STOCK								
8. Class 1 .....	0	0	0	0	0	0	0	0
9. Class 2 .....	0	0	0	0	0	0	0	0
10. Class 3 .....	0	0	0	0	0	0	0	0
11. Class 4 .....	0	0	0	0	0	0	0	0
12. Class 5 .....	0	0	0	0	0	0	0	0
13. Class 6 .....	0	0	0	0	0	0	0	0
14. Total Preferred Stock .....	0	0	0	0	0	0	0	0
15. Total Bonds and Preferred Stock	3,291,198	42,218,762	5,798,330	(2,418)	3,291,198	39,709,212	0	3,248,160

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$ 349,698 ; NAIC 2 \$ 0 ; NAIC 3 \$ 0 ;  
NAIC 4 \$ 0 ; NAIC 5 \$ 0 ; NAIC 6 \$ 0

SCHEDULE DA - PART 1

Short-Term Investments

	1	2	3	4	5
	Book/Adjusted Carrying Value	Par Value	Actual Cost	Interest Collected Year-to-Date	Paid for Accrued Interest Year-to-Date
9199999 Totals	32,495,452	xxx	32,495,452	2,385	5,445

SCHEDULE DA - VERIFICATION

Short-Term Investments

	1	2
	Year To Date	Prior Year Ended December 31
1. Book/adjusted carrying value, December 31 of prior year .....	2,935,839	2,932,641
2. Cost of short-term investments acquired .....	35,357,943	13,695
3. Accrual of discount .....	0	0
4. Unrealized valuation increase (decrease) .....	0	0
5. Total gain (loss) on disposals .....	0	0
6. Deduct consideration received on disposals .....	5,798,330	10,497
7. Deduct amortization of premium .....	0	0
8. Total foreign exchange change in book/adjusted carrying value .....	0	0
9. Deduct current year's other than temporary impairment recognized .....	0	0
10. Book/adjusted carrying value at end of current period (Lines 1+2+3+4+5-6-7+8-9) .....	32,495,452	2,935,839
11. Deduct total nonadmitted amounts .....	0	0
12. Statement value at end of current period (Line 10 minus Line 11)	32,495,452	2,935,839

Schedule DB - Part A - Verification - Options, Caps, Floors, Collars, Swaps and Forwards  
**N O N E**

Schedule DB - Part B - Verification - Futures Contracts  
**N O N E**

Schedule DB - Part C - Section 1 - Replication (Synthetic Asset) Transactions (RSATs) Open  
**N O N E**

Schedule DB-Part C-Section 2-Reconciliation of Replication (Synthetic Asset) Transactions Open  
**N O N E**

Schedule DB - Verification - Book/Adjusted Carrying Value, Fair Value and Potential Exposure of  
Derivatives  
**N O N E**

Schedule E - Verification - Cash Equivalents  
**N O N E**

Schedule A - Part 2 - Real Estate Acquired and Additions Made  
**N O N E**

Schedule A - Part 3 - Real Estate Disposed  
**N O N E**

Schedule B - Part 2 - Mortgage Loans Acquired  
**N O N E**

Schedule B - Part 3 - Mortgage Loans Disposed, Transferred or Repaid  
**N O N E**

Schedule BA - Part 2 - Other Long-Term Invested Assets Acquired  
**N O N E**

Schedule BA - Part 3 - Other Long-Term Invested Assets Disposed, Transferred or Repaid  
**N O N E**

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Desig- nation or Market Indicator (a)
3135G0-GY-3 .....	FNMA Note Non Call 1.250% 01/30/17 .....		.06/26/2012 .....	Goldman Sachs .....		1,016,549	1,000,000	5,104	1.....
3137EA-CM-9 .....	FHLMC Note Non Call 1.750% 09/10/15 .....		.06/26/2012 .....	Montgomery Securities .....		1,037,103	1,000,000	5,201	1.....
912828-LZ-1 .....	US Treasury Note 2.125% 11/30/14 .....		.06/26/2012 .....	Barclays Group Inc. ....		1,563,872	1,500,000	2,351	1.....
912828-QC-7 .....	US Treasury Note 1.250% 04/15/14 .....		.06/26/2012 .....	Goldman Sachs .....		1,524,790	1,500,000	3,740	1.....
0599999. Subtotal - Bonds - U.S. Governments						5,142,314	5,000,000	16,396	XXX
OPEN DEPOSITORY									
010392-FA-1 .....	Alabama Power Corp Note MW 50BP 5.800% 11/15/13 .....		.06/28/2012 .....	JP Morgan Chase .....		375,151	350,000	2,707	1FE.....
0258MO-DD-8 .....	American Express Cr Corp Note Non Call 2.375% 03/24/17 .....		.06/27/2012 .....	Pershing .....		360,252	350,000	2,217	1FE.....
438516-AS-5 .....	Honeywell Corp Note Cont Call 5.300% 03/15/17 .....		.06/29/2012 .....	Credit Suisse .....		353,271	300,000	4,858	1FE.....
883556-BA-9 .....	Thermo Fisher Corp Note MW 20BP 2.250% 08/15/16 .....		.06/25/2012 .....	Pershing .....		259,550	250,000	2,078	1FE.....
055451-AB-4 .....	BHP Billiton Fin Corp Note Non Call 5.250% 12/15/15 .....	F.....	.06/26/2012 .....	US Bancorp .....		371,228	325,000	664	1FE.....
3899999. Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)						1,719,452	1,575,000	12,524	XXX
8399997. Total - Bonds - Part 3						6,861,766	6,575,000	28,920	XXX
8399998. Total - Bonds - Part 5						XXX	XXX	XXX	XXX
8399999. Total - Bonds						6,861,766	6,575,000	28,920	XXX
8999997. Total - Preferred Stocks - Part 3						0	XXX	0	XXX
8999998. Total - Preferred Stocks - Part 5						XXX	XXX	XXX	XXX
8999999. Total - Preferred Stocks						0	XXX	0	XXX
9799997. Total - Common Stocks - Part 3						0	XXX	0	XXX
9799998. Total - Common Stocks - Part 5						XXX	XXX	XXX	XXX
9799999. Total - Common Stocks						0	XXX	0	XXX
9899999. Total - Preferred and Common Stocks						0	XXX	0	XXX
9999999 - Totals						6,861,766	XXX	28,920	XXX

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues .....

Schedule D - Part 4 - Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed Of  
**N O N E**

Schedule DB - Part A - Section 1 - Options, Caps, Floors, Collars, Swaps and Forwards Open  
**N O N E**

Schedule DB - Part B - Section 1 - Futures Contracts Open  
**N O N E**

Schedule DB - Part B - Section 1B - Brokers with whom cash deposits have been made  
**N O N E**

Schedule DB - Part D - Counterparty Exposure for Derivative Instruments Open  
**N O N E**

Schedule DL - Part 1 - Reinvested Collateral Assets Owned  
**N O N E**

Schedule DL - Part 2 - Reinvested Collateral Assets Owned  
**N O N E**

## SCHEDULE E - PART 1 - CASH

E11

Schedule E - Part 2 - Cash Equivalents - Investments Owned End of Current Quarter  
**N O N E**